

FORM PTO-1618A

Expires 06/30/99

OMB 0651-0027

11-08-1999



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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission Document ID #
- Correction of PTO Error Reel # Frame #
- Corrective Document Reel # Frame #

Conveyance Type

- Assignment
  - Security Agreement
  - Merger
  - Change of Name
  - Other
  - License
  - Nunc Pro Tunc Assignment
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Global Datalink, Inc.

Formerly

Execution Date  
Month Day Year  
07 08 1999

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization - Florida

Receiving Party

Mark if additional names of receiving attached

Name DURO Communications, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 1211 Semoran Boulevard

Address (line 2) Suite 217

Address (line 3) Casselberry Florida 32707  
City State/Country Zip Code

- Individual
  - Corporation
  - Other
  - General Partnership
  - Association
  - Limited Partnership
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/08/1999 DNGUYEN 00000042 2264171

FOR OFFICE USE ONLY

01 FD:481 (40.00 OP)  
02 FD:482 (25.00 OP)

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 001986 FRAME: 0212

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name  
Address (line 1)  
Address (line 2)  
Address (line 3)  
Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (617) 570-1292

Name Miriam J. Rovner  
Address (line 1) Goodwin, Procter & Hoar LLP  
Address (line 2) Exchange Place  
Address (line 3) 53 State Street  
Address (line 4) Boston, MA 02109-2881

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

# 8

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,264,171  
2,264,173

**Number of Properties**

Enter the total number of properties involved

# 2

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

# 07-1700

Authorization to charge additional fees:

Yes

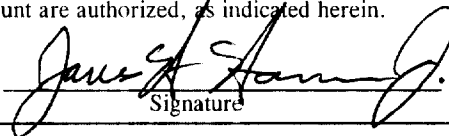
No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

James H. Hammons, Jr.

Name and Person Signing

  
Signature

November 3, 1999

Date Signed

Office of the Secretary of State

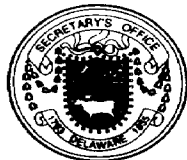
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GLOBAL DATALINK, INC.", A FLORIDA CORPORATION,

WITH AND INTO "DURO COMMUNICATIONS, INC." UNDER THE NAME OF "DURO COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JULY, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991279357

AUTHENTICATION: 9854482

DATE: 07-08-99

TRADEMARK

REEL: 001986 FRAME: 0214

**CERTIFICATE OF MERGER**  
**MERGING**  
**GLOBAL DATALINK, INC.**  
**INTO**  
**DURO COMMUNICATIONS, INC.**

DURO Communications, Inc., a corporation organized and existing under the laws of Delaware ("DURO"),

**DOES HEREBY CERTIFY:**

**FIRST:** That DURO was incorporated on the 19th day of February 1999, pursuant to Section 101 of Title 8 of the General Corporation Law of the State of Delaware.

**SECOND:** That DURO owns all of the outstanding shares of the stock of GLOBAL Datalink, Inc. ("GLOBAL"), a corporation incorporated on the 10th day of January 1995, pursuant to Florida Business Corporation Act Section 607.0203.

**THIRD:** That DURO by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members filed with the minutes of the Board, on the 7th day of July, 1999, determined to cause the merger of GLOBAL with and into DURO, with DURO as the surviving corporation in the merger:

**RESOLVED,** that DURO, a parent corporation, merge its wholly-owned subsidiary corporation, GLOBAL, a Florida corporation, with and into DURO pursuant to and in accordance with the provisions of Florida Business Corporation Act Section 607.227, with DURO being the surviving corporation in the merger.

**FURTHER RESOLVED,** that the effective date of such merger shall be on the date of filing of this Certificate.

IN WITNESS WHEREOF, said GLOBAL has caused this Certificate to be signed by David F. Dietz, its Secretary, this 8th day of July, 1999.

GLOBAL DATALINK, INC.

By: 

David F. Dietz  
Secretary



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 9, 1999

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

The Articles of Merger were filed on July 9, 1999, for DURO COMMUNICATIONS, INC., the surviving Delaware corporation not authorized to transact business in Florida.

Should you have any further questions regarding this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Annette Ramsey  
Corporate Specialist  
Division of Corporations

Letter Number: 799A00035652

CERTIFICATE OF MERGER

MERGING

GLOBAL DATALINK, INC.

INTO

DURO COMMUNICATIONS, INC.

99 JUL -9 PM 2:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the Florida Business Corporation Act, Section 607.1105, the following articles of merger are submitted. GLOBAL DATALINK, INC., a corporation organized and existing under the laws of Florida ("GLOBAL"),

DOES HEREBY CERTIFY:

FIRST: That GLOBAL was incorporated on the 10th day of January 1995, pursuant to Section 607.0203 of the Florida Business Corporation Act.

SECOND: That DURO Communications, Inc., a Delaware Corporation incorporated on the 19th day of February 1999, pursuant to Section 101 of Title 8 of the General Corporate Law of the State of Delaware ("DURO"), owns all of the outstanding shares of the stock of GLOBAL.

THIRD: GLOBAL shareholder approval was not required.

FOURTH: See plan of merger attached as Exhibit A.

FIFTH: That GLOBAL by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members filed with the minutes of the Board, on the 7th day of July, 1999, determined to and did merge with and into said DURO.

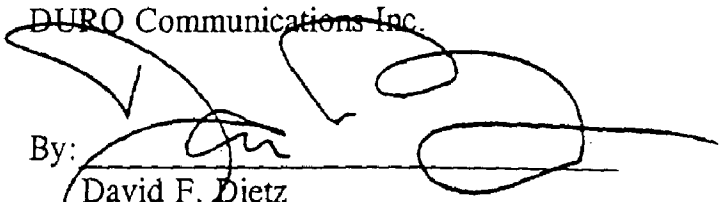
RESOLVED, that GLOBAL a wholly-owned subsidiary of DURO Communications, Inc., a Delaware corporation ("DURO"), merge with and into DURO, pursuant to and in accordance with the provisions of Section 607.227 of the Florida Business Corporation Act, with DURO being the surviving corporation in the merger and with the effective date of such merger to be the date of filing of the Certificate of Merger with the Secretary of State of the State of Florida.

FURTHER RESOLVED, that the effective date of such merger shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, DURO has caused this Certificate to be signed by David F. Dietz, its Secretary, this 8th day of July, 1999.

DURO Communications Inc.

By:

  
\_\_\_\_\_  
David F. Dietz  
Secretary



PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 8th day of July, 1999, by and between:

DURO Communications, Inc., a Delaware corporation (hereinafter referred to as "DURO");  
and

GLOBAL DATALINK, INC., a Florida corporation (hereinafter referred to as "GLOBAL").

WHEREAS, DURO owns one hundred percent (100%) of the issued and outstanding stock of all classes of GLOBAL, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate GLOBAL into DURO as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO and GLOBAL have respectively determined that it will be in the best interest of both entities to merge and consolidate GLOBAL into DURO as the surviving corporation, effective upon the filing of a Certificate of Merger in each of Delaware and Florida.

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by DURO of all liabilities of GLOBAL, all of the assets of every kind and description of GLOBAL are hereby merged into and conveyed to DURO.
2. The separate existence of GLOBAL shall cease upon the execution of this Plan and the filing of a Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware.
3. The title to all real estate and other property owned by GLOBAL is hereby vested in DURO without reversion or impairment.
4. DURO hereby assumes all liabilities of GLOBAL as the surviving corporation.
5. Any proceeding pending against GLOBAL may be continued against DURO as if the merger did not occur, or, in the alternative, DURO may be substituted in any such

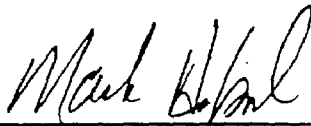
proceeding.

6. There shall be no additional shares issued by DURO to GLOBAL because of this merger.

7. Both entities shall execute all instruments necessary to effect this merger.


IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument on the date first above written.

DURO COMMUNICATIONS INC.

By:   
Mark Heimbouch

Title: Chief Financial Officer

GLOBAL DATALINK, INC.

By:   
Mark Heimbouch

Title: Treasurer