

12-03-1999



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

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Effective Date
Month Day Year

Change of Name

Other

Effective Date
Month Day Year

07 22 1998

Conveying Party

Mark if additional names of conveying parties attached

Name U.S. Telephone Holdings, Inc. Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of conveying parties attached

Name Sage Telecom, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 805 Central Expressway South, Suite 100

Address (line 2)

Address (line 3) Allen Texas 75013

City State/Country Zip Code

Individual General Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Texas

12/02/1999 TT0011 00000172 75402221

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REEL: 001995 FRAME: 0091

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

(214) 745-5718

Name

Peter R. Lando, Esq.

Address (line 1)

Winstead Sechrest & Minick P.C.

Address (line 2)

5400 Renaissance Tower

Address (line 3)

1201 Elm Street

Address (line 4)

Dallas, Texas 75270

Pages

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

3

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)

75/482221

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Deposit Account

Enclosed

Deposit Account

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

Deposit Account Number:

23-2426

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.

Peter R. Lando



11-15-99

Name of Person Signing

Signature

Date Signed

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
U.S. TELEPHONE HOLDING, INC.**

FILED
in the Office of the
Secretary of State of Texas
JUL 22 1998
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, U.S. Telephone Holding, Inc., a Texas corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation, which amend Article One thereof so as to change the name of the Corporation.

Article I. The name of the Corporation is U.S. Telephone Holding, Inc.

Article II. The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on July 16, 1998:

Article One of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE ONE

Name

The name of the Corporation is Sage Telecom, Inc.

Article III. The number of shares of the Corporation outstanding and entitled to vote at the time of such adoption was 2,275,353 shares of common stock, par value \$.01 per share. No shares of capital stock were entitled to vote separately as a class with respect to such adoption.

Article IV. The holders of 2,275,353 shares outstanding and entitled to vote have voted to adopt said amendment. No holders of shares outstanding and entitled to vote have voted against adopting said amendment. No holders of shares outstanding and entitled to vote have abstained from voting on the adoption of said amendment.

Article V. The said amendment does not involve any exchange, reclassification or cancellation of issued shares of the Corporation.

Article VI. The said amendment does not effect a change in the amount of stated capital of the Corporation.

DATED: July 22, 1998

U.S. TELEPHONE HOLDING, INC.

By: Christopher M. Williams
Christopher M. Williams
Vice President and Chief Financial Officer