

MND 3/21/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

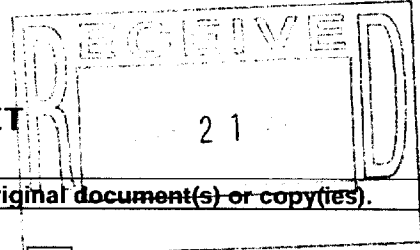
04-11-2000

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



101314167

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



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
Effective Date
Month Day Year
 8/6/99
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Allied Riser Communications, Inc. Execution Date
Month Day Year
 8/6/99

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name Allied Riser Operations Corporation

DBA/AKA/TA

Composed of

Address (line 1) 700 N. Pearl Street

Address (line 2) #200

Address (line 3) Dallas Texas 75201

City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

04/10/2000 DNGUYEN 00000491 75489667

01 FC:481 40.00 OP
02 FC:482 475.00 OP

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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: 002047 FRAME: 0350

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)		
<input type="text" value="75/489,667"/>	<input type="text" value="75/750,659"/>	<input type="text" value="75/750,660"/>	<input type="text" value="2,309,909"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/750,661"/>	<input type="text" value="75/750,662"/>	<input type="text" value="75/750,663"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/750,664"/>	<input type="text" value="75/750,665"/>	<input type="text" value="75/750,666"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

Authorization to charge additional fees:

Yes

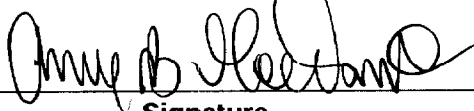
No

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.

Amy B. Goldsmith

Name of Person Signing



Signature

3/20/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s)

Registration Number(s)

75/750,667	75/750,668	75/750,669
75/750,670	75/750,671	75/750,672
75/757,856	75/757,857	75/757,858
75/757,859		

SENT BY: SASM&F

08/05/99

16:25

: 8- 6-99 : 10:15 :

SKADDEN ARPS → 98338512142103209

(812)407-0671-

Skadden, Arps: # 2
NJ: 329 610

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
ALLIED RISER COMMUNICATIONS, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Allied Riser Communications, Inc., a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:


FIRST: Article 1 of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

1. The name of the corporation is Allied Riser Operations Corporation (hereinafter the "Corporation").

SECOND: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 6th day of August, 1999.

Allied Riser Communications, Inc.

By: 

Name: David H. Crawford

Title: Chief Executive Officer

007-28-98 WED, 13:19

NCR 7341450

FAX NO. 734147E

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**CERTIFICATE OF INCORPORATION
OF
ALLIED RISER COMMUNICATIONS, INC.**

1. The name of the Corporation is Allied Riser Communications, Inc.
2. The address of the Corporation's registered office in the State of Delaware is 9 East Lookerman Street, County of Kent, Dover, Delaware 19901. The name of its registered agent at such address is Capitol Services, Inc.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The Corporation is authorized to issue 1,000 shares of common stock, \$1.00 par value per share.
5. The name and mailing address of the incorporator is:

Timothy R. Vaughan
Crouch & Hallert, L.L.P.
717 N. Harwood, Suite 1400
Dallas, Texas 75201

6. The number of directors of the Corporation shall be fixed in the manner provided in the Bylaws of the Corporation, and until changed in the manner provided in the Bylaws shall be two in number. The name and mailing address of each of the persons who is to serve as a director until the first annual meeting of stockholders or until their respective successor is elected and qualified are as follows:

Name	Address
Todd C. Doshier	700 N. Pearl Street, Suite 200 Dallas, Texas 75201
David H. Crawford	700 N. Pearl Street, Suite 200 Dallas, Texas 75201

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 10/28/1998
981415815 - 2957686

OCT-28-98 WED 13:20

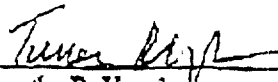
NCR 7341450

FAX NO. 7341478

P.03

- 8. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
- 9. A director of the Corporation shall not, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty to the Corporation or its stockholders.

The undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 28th day of October, 1998.



 Timothy R. Vaughan

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