

MRD 4.5.00

04-27-2000

Form PTO 1594 (Rev. 6-93) O.I.B. No. 0657-0011 (exp. 4-94)

HEET Y

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



101335453

To the Honorable Commissioner,

... attached original documents or copy thereof.

A. Name of conveying party(ies):

BELL TECHNOLOGY GROUP LTD.

- Individual(s), General Partnership, Corporation - Delaware, Other, Association, Limited Partnership

Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: May 8, 1998

Name and address of receiving party(ies):

Name: GLOBIX CORPORATION

Street Address: 139 Centre Street New York, New York 10013

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation - Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No

(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? [ ] Yes [ ] No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

- 75/475,753 - GLOBIX COMMUNICATIONS, 75/475,505 - GLOBIX CORPORATION, 75/476,115 - GLOBIX

Additional numbers attached? [ ] Yes [ ] No

B. Trademark Application No. (Date indicated above)

EXPRESS MAIL CERTIFICATE Date 4/5/00 Label No. 508340965

deposited this paper or fee with the U.S. Postal Service & that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington D.C. 20231 "Express Mail Post Office to Addressee" service

Signature: B Beck

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darby & Darby P.C. Street Address: 805 Third Avenue, 27th Floor City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41):.....\$90.00

- [x] Enclosed, [ ] Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(Attach duplicate copy of this page if paying by deposit account)

04/27/2000 DCOATES 00000149 75475753

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40.00 OP, 50.00 OP

9. 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.

Amanda Laura Nye Name of Person Signing

Signature

April 5, 2000 Date

Total number of pages including cover sheet, attachments, and document:

4

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

TRADEMARK REEL: 002060 FRAME: 0614

*EXHIBIT B*

*CSC 45*

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

GLOBIX CORPORATION

*BL*

JUN 1 2 35 PM '98

RECEIVED

Under Section 805 of the Business Corporation Law

FILED

JUN 1 4 26 PM '98

*llc*  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED *JUN 01 1998*  
TAX *paid*  
BY: *llc*  
*llc year*

*llc*

MILBERG WEISS BERSHAD  
HYNES & LERACH LLP  
ONE PENNSYLVANIA PLAZA  
NEW YORK, NEW YORK 10019

*837610*

*3*  
*B-1*

*980601000432*

**CERTIFICATE OF AMENDMENT  
of  
CERTIFICATE OF INCORPORATION  
of  
BELL TECHNOLOGY GROUP LTD.**

**Under Section 242 of the Delaware General Corporation Law**

**BELL TECHNOLOGY GROUP LTD.**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

1. The name of the Corporation is Bell Technology Group Ltd.
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware, Division of Corporations on September 29, 1995.
3. The amendment of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment is to change the name of the Corporation and increase the number of shares authorized common stock of the corporation.
4. To accomplish the foregoing amendment, Article FIRST of the Certificate of Incorporation of the Corporation, relating to the name of the Corporation, is hereby amended to read as follows:  

**"FIRST:** The name of the Corporation is Globix Corporation.
5. Article FOURTH is hereby amended to read as follows:  

**"FOURTH:** The Corporation shall have the authority to issue twenty million (20,000,000) shares of Common Stock having a par value of \$.01 per share. The Corporation shall also have the authority to issue five hundred thousand (500,000) shares of Preferred Stock having a par value of \$.01 per share (the "Preferred Shares"). The Board of Directors of the Corporation (the "Board") shall have the right to authorize, by resolution of the Board adopted in accordance with the By-laws of the Corporation, the issuance of the Preferred Shares and, in connection therewith, to (a) cause such shares to be issued in series; (b) fix the annual rate of dividends payable with respect to the Preferred shares or series thereof; (c) fix the amount payable upon redemption of the Preferred shares; (d) fix the amount payable upon liquidation or dissolution of the Company; (e) fix provisions as to voting rights, if any; and (e) fix such other rights, powers and preferences as the Board shall determine."
6. The foregoing amendment of the Certificate of Incorporation of the Corporation was authorized by a vote of Board of Directors of the Corporation, followed by a vote of the holders of a majority of shares of the Corporation present at a meeting and entitled to vote on said amendment of the Certificate of Incorporation.

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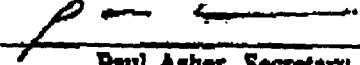
7. The effective time of the amendment herein certified shall be June 1, 1998.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

May 8, 1998

  
\_\_\_\_\_  
Marc H. Bell, President

Attest:

  
\_\_\_\_\_  
Paul Asher, Secretary

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TOTAL P.08