

6-1-00

D

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



06-01-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #22

07-17-2000



**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

101405554

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: _____
- Merger
- Change of Name
- Other: _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date:

Name: Motient Services, Inc.

05262000

Formerly: AMSC Subsidiary Corporation

- Individual General Partnership Limited Partnership Corporation Association
- Other: _____

Citizenship / State of Incorporation / Organization: Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name: Motient Corporation

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 10802 Parkridge Blvd.

Address (line 2): _____

Address (line 3): Reston

VA

20191

City

State / Country

Zip Code

- Individual General Partnership Limited Partnership If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
- Corporation Association
- Other: _____

Citizenship / State of Incorporation / Organization: Delaware

FOR OFFICE USE ONLY

07/17/2000 DNGUYEN 00000049 012510 76045051

01 FC:481 40.00 CH
02 FC:482 600.00 CH

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

**TRADEMARK
REEL: 002102 FRAME: 0232**

Domestic Representative (for the first Receiving Party Only)

Name: _____

Address (line 1): _____

Address (line 2): _____

Address (line 3): _____

Address (line 4): _____

Correspondent Name and Address (for the first Receiving Party Only)

Name: Elizabeth F. Vary

Address (line 1): ARNOLD & PORTER

Address (line 2): 555 12th Street N.W.

Address (line 3): Suite 1126A

Address (line 4): Washington, DC 20004-1206

Pages Enter the total number of pages of the attached conveyance document including any attachments: 10

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)	
76045051	75748490	2265294	2007217
76019282	75748489	2265558	2007216
76019281	75652062	2252635	1852100
76009591	75350125	2199776	1797306
76009295		2138246	1668814
76006849		2133849	1811668
75829861		2018420	1982781

Number of Properties Enter the total number of properties involved: 25

Fee Amount Fee Amount for Properties Listed (37 C.F.R. 3.41) \$640.00

Method of Payment Enclosed Deposit Account

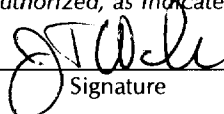
Deposit Account Number: 01-2510

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 T. Walsh, Esq.
Name of Person Signing


Signature

5/26/00
Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF "MOTIENT SERVICES INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2000, AT 9:01 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2255475 B100

001205436

AUTHENTICATION: 0413794

DATE: 05-02-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 04/24/2000
001205436 - 2255475

**RESTATED CERTIFICATE OF INCORPORATION OF
MOTIENT SERVICES INC.**

April 24, 2000

MOTIENT SERVICES INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is MOTIENT SERVICES INC., formerly AMSC Subsidiary Corporation, having filed the original Certificate of Incorporation with the Secretary of State of the State of Delaware on February 22, 1991.
2. This Restated Certificate of Incorporation, the entirety of which is set forth below, has been duly adopted in accordance with Section 245 of the Delaware General Corporation Law, only restates and integrates and does not further amend the provisions of the Corporation's certificate of incorporation as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

FIRST: The name of the Corporation is MOTIENT SERVICES INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1019 Centre Road, County of New Castle, Wilmington, Delaware 19805. The name of the Corporation's registered agent at such address is The Frederice-Hall Corporation System, Inc. The address of the registered office of the Corporation in the Commonwealth of Virginia is 11 South 12th Street, Richmond, Virginia 23219, in the County of Henrico, in the Commonwealth of Virginia. The name of the Corporation's registered agent at such address is Beverley L. Crump, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar. His business address is the same as the registered office in Virginia.

THIRD: The Corporation shall be duly incorporated in the State of Delaware and the Commonwealth of Virginia. The Corporation elects to be a Virginia Public

No. 3107 P. 2/2

MAY. 2. 2000 11:58AM CSC

Service Company in Virginia, as that term is defined under Title 56 of the Code of Virginia. The Corporation is organized, among other purposes, for conducting the business of, including, but not limited to, providing mobile radio telephone service via satellite on a for-hire basis to the public, and shall have the powers and limitations of, a public service company in the Commonwealth of Virginia, which shall include the power to exercise any and all of the rights, privileges and powers of a public service company pursuant to Title 56 of the Code of Virginia, or any subsequent amendment thereto, and any non-public service activities so far as may be related to or incidental to the Corporation's public service activities within the Commonwealth of Virginia.

FOURTH: A further purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FIFTH: The total number of shares of stock the Corporation has the authority to issue is 3,000 shares of Common Stock, \$0.10 par value per share.

SIXTH: Elections of directors need not be by written ballot. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware or other applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

SEVENTH: The Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the Corporation if and to the extent permitted by the provisions governing amendment of the bylaws contained in the bylaws as in effect from time to time.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: A director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article TENTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, said Motient Services Inc. has caused this Restated Certificate of Incorporation to be signed by its Senior Vice President, and attested by its Assistant Secretary, as of the 24th day of April, 2000.

/s/ Randy S. Segal
Randy S. Segal
Senior Vice President

/s/ David H. Engvall
David H. Engvall
Assistant Secretary

**RESTATED CERTIFICATE OF INCORPORATION OF
MOTIENT SERVICES INC.**

April 24, 2000

MOTIENT SERVICES INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is MOTIENT SERVICES INC., formerly AMSC Subsidiary Corporation, having filed the original Certificate of Incorporation with the Secretary of State of the State of Delaware on February 22, 1991.
2. This Restated Certificate of Incorporation, the entirety of which is set forth below, has been duly adopted in accordance with Section 245 of the Delaware General Corporation Law, only restates and integrates and does not further amend the provisions of the Corporation's certificate of incorporation as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

FIRST: The name of the Corporation is MOTIENT SERVICES INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, County of New Castle, Wilmington, Delaware 19805. The name of the Corporation's registered agent at such address is Corporation Service Company. The address of the registered office of the Corporation in the Commonwealth of Virginia is 11 South 12th Street, Richmond, Virginia 23219, in the County of Henrico, in the Commonwealth of Virginia. The name of the Corporation's registered agent at such address is Beverley L. Crump, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar. His business address is the same as the registered office in Virginia.

THIRD: The Corporation shall be duly incorporated in the State of Delaware and the Commonwealth of Virginia. The Corporation elects to be a Virginia Public

Service Company in Virginia, as that term is defined under Title 56 of the Code of Virginia. The Corporation is organized, among other purposes, for conducting the business of, including, but not limited to, providing mobile radio telephone service via satellite on a for-hire basis to the public, and shall have the powers and limitations of, a public service company in the Commonwealth of Virginia, which shall include the power to exercise any and all of the rights, privileges and powers of a public service company pursuant to Title 56 of the Code of Virginia, or any subsequent amendment thereto, and any non-public service activities so far as may be related to or incidental to the Corporation's public service activities within the Commonwealth of Virginia.

FOURTH: A further purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FIFTH: The total number of shares of stock the Corporation has the authority to issue is 3,000 shares of Common Stock, \$0.10 par value per share.

SIXTH: Elections of directors need not be by written ballot. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware or other applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

SEVENTH: The Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the Corporation if and to the extent permitted by the provisions governing amendment of the bylaws contained in the bylaws as in effect from time to time.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

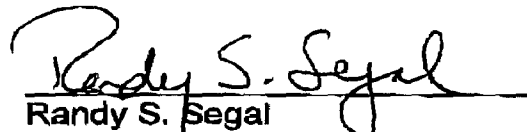
NINTH: A director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

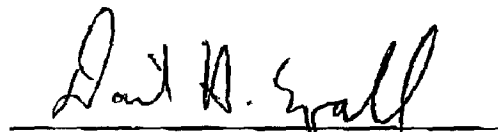
TENTH: Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article TENTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, said Motient Services Inc. has caused this Restated Certificate of Incorporation to be signed by its Senior Vice President, and attested by its Assistant Secretary, as of the 24th day of April, 2000.


Randy S. Segal
Senior Vice President


David H. Engvall
Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "AMSC SUBSIDIARY CORPORATION", CHANGING ITS NAME FROM "AMSC SUBSIDIARY CORPORATION" TO "MOTIENT SERVICES INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2255475 8100

001205431

0397307

AUTHENTICATION:

04-24-00

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/24/2000
001205431 - 2255475

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

AMSC Subsidiary Corporation, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation has duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment advisable and calling for the sole stockholder of said corporation to consider said amendment. The resolutions setting forth the proposed amendment are as follows:

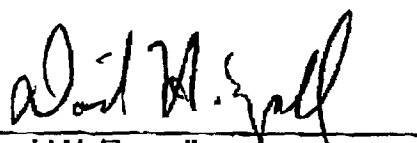
RESOLVED, that subject to and contingent upon approval by the Corporation's sole stockholder as required by applicable law and applicable provisions of the Corporation's Certificate of Incorporation, Article FIRST of the Corporation's Certificate of Incorporation be, and it hereby is, amended to read as follows:

"The name of the Corporation (the "Corporation")
is Motient Services Inc."

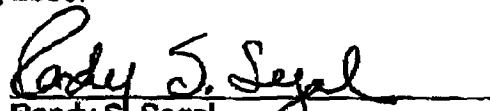
SECOND: That said amendment has been duly approved by the sole stockholder of all of the issued and outstanding stock entitled to vote thereon.

THIRD: That this amendment has been duly adopted in accordance with the Certificate of Incorporation and the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AMSC Subsidiary Corporation has caused this Certificate of Amendment to be signed by its Senior Vice President, and attested by its Assistant Secretary, as of the 24th day of April, 2000.



David H. Engvall
Assistant Secretary


Randy S. Segal
Senior Vice President

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 21, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of Motient Services Inc. (formerly AMSC SUBSIDIARY CORPORATION) to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective April 21, 2000, at 03:35 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

00-04-21-0612
AMENACPT
CIS0352

05/24/00 WED 15:52 [TX/RX NO 67981

TRADEMARK

RECORDED: 06/01/2000

REEL: 002102 FRAME: 0243