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11-17-2000

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



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

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 10-2400
- 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
 - Change of Name
 - Other
- Effective Date
Month Day Year
06-22-00

Conveying Party

Mark if additional names of conveying parties attached

Name
Formerly

Execution Date
Month Day Year
06-22-00

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

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 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

FOR OFFICE USE ONLY

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:
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TRADEMARK
REEL: 002177 FRAME: 0214

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

415.986.1300

Name	CAROLE F. BARRETT
Address (line 1)	c/o COUDERT BROTHERS
Address (line 2)	ONE EMBARCADERO CENTER
Address (line 3)	SUITE 3300
Address (line 4)	SAN FRANCISCO, CALIFORNIA 94111

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

9 (NINE)

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).

Trade Application Number(s)

Registration Number(s)

75/914,362	75/862,779	76/041,411
75/914,361	75/862,798	76/001,588
75/911,319	75/858,571	

Number of Properties Enter the total number of properties involved.

8 (EIGHT)

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 215.00

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:

50-1197

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.

CAROLE F. BARRETT
Name of Person Signing

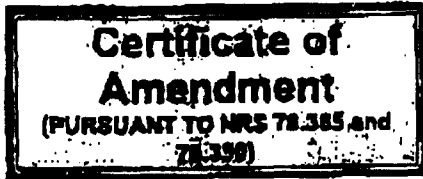
Carole F. Barrett
Signature

OCTOBER 24, 2000
Date Signed



DEAN HELLER
Secretary of State

181 North Carson Street, Suite 3
Carson City, Nevada 89701-4786
(775) 684 5708



or FILED # C17935-45

AUG 10 2000

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing form.

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)
- Remit in Duplicate -

1. Name of corporation: MGC Communications, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article I is hereby amended to read as follows:

ARTICLE I

The name of the corporation is:

Mpower Communications Corp.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 90.6%

4. Signatures (Required):

President or Vice President

and Secretary or Asst. Secretary

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

Nevada Secretary of State Form 78-385 PROFIT AMENDMENT 1008.01
Revised on: 03/07/00

1 of 6

2 of 6

**STATE OF NEVADA
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

AUG 11 '00

Dean Heller
**DEAN HELLER
Secretary of State**

[Signature]

TRADEMARK

REEL: 002177 FRAME: 0217

**MINUTES OF THE 2000 ANNUAL MEETING
OF THE STOCKHOLDERS OF
MGC COMMUNICATIONS, INC.**

The Annual Meeting of the Stockholders of MGC Communications, Inc. (the "Company") was held at the Del Monte Lodge, Pittsford, New York at 10 a.m. on June 22, 2000, in accordance with notice duly given to all Stockholders of the Company as required by the By-Laws of the Company.

Stockholders owning 33,347,290 shares of the 36,745,019 shares of Common Stock outstanding as of May 9, 2000, and entitled to notice of and to vote at this Annual Meeting were present either in person or by proxy. Rolla P. Huff, President and Chief Executive Officer of the Company, presided at the meeting as Chairman, and declared that the total number of shares required to be present in person or by proxy for the establishment of a quorum was 18,372,510. Mr. Huff declared that a quorum of the Stockholders was present at the meeting in accordance with the By-Laws, in that 33,347,290 were present in person or by proxy, representing 90.7% of all outstanding shares.

Russell I. Zuckerman, Corporate Secretary, recorded the minutes of the meeting and was appointed as Election Judge. Mr. Zuckerman presented an affidavit indicating that the Notice of the meeting was duly and properly mailed to the Stockholders. Mr. Huff indicated that the official Shareholder ledger listing shareholders entitled to be present and vote was in the custody of Continental Stock Transfer & Trust Company, Transfer Agent and Registrar of the Company.

The first order of business was a report by Mr. Huff on the status of the Company's business. The next order of business was the election of three members of the Board of Directors for a three-year term to expire in 2003. Mr. Huff announced that Timothy P. Flynn, Mark J. Masiello and Richard W. Miller had been nominated to serve as Directors. There were no

further nominations. The Election Judge verified that at least 33,113,018 shares, or 99.3% of the stock represented by the proxies voted in favor of Timothy P. Flynn, Mark J. Masiello and Richard W. Miller. Mr. Huff declared that Timothy P. Flynn, Mark J. Masiello and Richard W. Miller were elected to the Board of Directors for a three-year term.

The next order of business was to vote on an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of the Company's Capital Stock from 110 million shares to 250 million shares and to correspondingly increase the number of authorized shares of Common Stock from 60 million shares to 200 million shares. The Chairman described the proposal and a formal resolution was presented to the meeting by Mr. Zuckerman as follows:

RESOLVED, that the Shareholders do hereby approve the amendment to the Company's Articles of Incorporation to increase the number of authorized shares of the Company's Capital Stock from 110 million shares to 250 million shares of Capital Stock; and to correspondingly increase the number of authorized shares of Common Stock from 60 million shares to 200 million shares of Common Stock.

The Election Judge reported that 31,777,158 shares, or 86.42% of the outstanding shares of the Company were voted in favor of the proposal; 1,567,622 shares were voted against the proposal and 2,510 shares abstained from voting on the proposal.

A majority of the outstanding shares of stock having voted in favor of the proposal, the amendment to the Company's Articles of Incorporation was approved.

4 of 6

The next order of business was to vote on a second amendment to the Company's Articles of Incorporation to effect the change of the Company's name from MGC Communications, Inc. to Mpower Communications Corp. The Chairman described the proposal and a formal resolution was presented to the meeting by Mr. Zuckerman as follows:

RESOLVED, that the Shareholders do hereby approve the amendment to the Company's Articles of Incorporation to officially change the name of the Company from MGC Communications, Inc. name to Mpower Communications Corp.

The Election Judge reported that 33,308,466 shares of the Company, or 90.6% of the outstanding shares of the Company were voted in favor of the proposal; 36,509 shares were voted against the proposal and 2,315 shares abstained from voting on the proposal.

A majority of the outstanding shares of stock having voted in favor of the proposal, the second amendment to the Company's Articles of Incorporation was approved.

The next order of business was an amendment to the Company's Stock Option Plan to increase the number of shares of Common Stock available for purchase under the Plan from 4,640,000 shares to 8,640,000 shares. The Chairman described the proposal and a formal resolution was presented to the meeting by Mr. Zuckerman as follows:

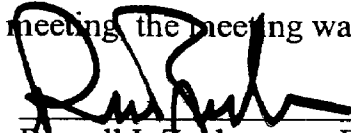
RESOLVED, that the Shareholders do hereby approve the amendment of the Stock Option Plan of the Company to increase the number of shares available for purchase under the plan from 4,640,000 to 8,640,000.

5 of 6

The Election Judge reported that 22,484,910 shares of the Company, or 61.1% of the outstanding shares were voted in favor of the proposal; 8,829,553 shares were voted against the proposal and 6,085 shares abstained from voting on the proposal.


A majority of the outstanding shares of stock having voted in favor of the proposal, the amendment to the Stock Option Plan was approved.

There being no further business to come before the meeting, the meeting was adjourned.



Russell I. Zuckerman, Esq.
Secretary of the Meeting

READ AND APPROVED:



Rolla P. Huff
Chairman of the Meeting

6 of 6