

12-05-2000

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-001 (exp. 4/94)



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patent:

101539040

1 document or copy thereof.

1. Name of conveying party(ies):
 Q Media Company Paging, Inc.
 Q Media Paging Alabama, Inc.
 1800 West Park Drive
 Westborough, MA 01581

Association
 Limited Partnership
 Corporation-State: Delaware
 Other

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

MLP
11.14.00

2. Name and address of receiving party(ies):
 Name: USA Mobile Communications, Inc. III
 Internal Address:
 Street Address: 1800 West Park Drive
 City: Westborough State: MA Zip: 01581

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 29, 1998

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
 2029699 USAMOBILE

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael Bevilacqua, Esquire
 Internal Address: Hale and Dorr LLP
 Street Address: 60 State Street
 City: Boston State: MA ZIP: 02109

6. Total number of applications and registration involved:
 1

7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:
 08-0219
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Michael Bevilacqua, Esquire
 Name of Person Signing Signature Date November 9, 2000

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

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

100.415.493
 Hale and Dorr LLP Docket Number

TRADEMARK
 REEL: 002190 FRAME: 0975

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"PCI HOLDING COMPANY, INC.", A PENNSYLVANIA CORPORATION,
"PREMIERE PAGE OF KANSAS, INC.", A KANSAS CORPORATION,
"PROFESSIONAL COMMUNICATIONS, INC.", A PENNSYLVANIA CORPORATION,

"PROFESSIONAL ELECTRONICS, INC.", A PENNSYLVANIA CORPORATION,

"Q MEDIA COMPANY-PAGING, INC.", A DELAWARE CORPORATION,
"Q MEDIA COMPANY PAGING, INC.", A KANSAS CORPORATION,
"Q MEDIA PAGING-ALABAMA, INC.", A DELAWARE CORPORATION,
"USA MOBILE COMMUNICATIONS, INC.", A WEST VIRGINIA CORPORATION,

"W.Q. COMMUNICATIONS, INC.", A KANSAS CORPORATION,

WITH AND INTO "USA MOBILE COMMUNICATIONS, INC. III" UNDER THE NAME OF "USA MOBILE COMMUNICATIONS, INC. III", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 1:14 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2414295 8100M

981251959

AUTHENTICATION: 9168485

DATE: 06-29-98

TRADEMARK
REEL: 002190 FRAME: 0976

Office of the Secretary of State

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

2414295 8100M

981251959

AUTHENTICATION: 9168485

DATE: 06-29-98

TRADEMARK
REEL: 002190 FRAME: 0977

CERTIFICATE OF MERGER

OF

**USA Mobile Communications, Inc.
(a West Virginia corporation)**

**Q Media Company-Paging, Inc.
(a Delaware corporation)**

**Q Media Paging-Alabama, Inc.
(a Delaware corporation)**

**Premiere Page of Kansas, Inc.
(a Kansas corporation)**

**Q Media Company Paging, Inc.
(a Kansas corporation)**

**W.Q. Communications, Inc.
(a Kansas corporation)**

**PCI Holding Company, Inc.
(a Pennsylvania corporation)**

**Professional Communications, Inc.
(a Pennsylvania corporation)**

**Professional Electronics, Inc.
(a Pennsylvania corporation)**

WITH AND INTO

**USA Mobile Communications, Inc. III
(a Delaware corporation)**

USA Mobile Communications, Inc. III, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-------------------------------------|-------------------------------|
| USA Mobile Communications, Inc. III | Delaware |
| USA Mobile Communications, Inc. | West Virginia |
| Q Media Company-Paging, Inc. | Delaware |
| Q Media Paging-Alabama, Inc. | Delaware |
| Premiere Page of Kansas, Inc. | Kansas |
| Q Media Company Paging, Inc. | Kansas |
| W.Q. Communications, Inc. | Kansas |
| PCI Holding Company, Inc. | Pennsylvania |
| Professional Communications, Inc. | Pennsylvania |
| Professional Electronics, Inc. | Pennsylvania |

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware. The Merger Agreement provides that the merger of Q Media Paging-Alabama, Inc., a Delaware corporation, into USA Mobile Communications, Inc. III, a Delaware corporation ("USAM III"), shall be deemed to immediately precede the merger of Q Media Company Paging, Inc., a Delaware corporation, into USAM III, and that the merger of PCI Holding Company, Inc., a Pennsylvania corporation, into USAM III shall be deemed to immediately precede the merger of each of Professional Communications, Inc. and Professional Electronics, Inc., each a Pennsylvania corporation, into USAM III.

THIRD: That the name of the surviving corporation of the merger is USA Mobile Communications, Inc. III.

FOURTH: That the Certificate of Incorporation of USA Mobile Communications, Inc. III, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1800 West Park Drive, Suite 250, Westborough, MA 01581.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of each constituent corporation which is not organized and existing under and by virtue of the General Corporation Law of the State of Delaware is as follows:

| <u>Corporation</u> | <u>Class</u> | <u>Number of Shares</u> | <u>Par Value</u> |
|---------------------------------|---------------------------|-------------------------|------------------|
| USA Mobile Communications, Inc. | Common | 200 | No Par |
| Premiere Page of Kansas, Inc. | Class A Non-Voting Common | 7,500 | \$1.00 |
| | Class A Voting Common | 7,500 | \$1.00 |
| | Class B Non-Voting Common | 44,500 | \$1.00 |
| | Class B Voting Common | 44,500 | \$1.00 |
| | Class C Common | 48,000 | \$1.00 |
| Q Media Company Paging, Inc. | Class A Non-Voting Common | 7,500 | \$1.00 |
| | Class A Voting Common | 7,500 | \$1.00 |
| | Class B Non-Voting Common | 44,500 | \$1.00 |
| | Class B Voting Common | 44,500 | \$1.00 |
| | Class C Common | 48,000 | \$1.00 |
| W.Q. Communications, Inc. | Class A Common | 7,500 | \$1.00 |
| | Class B Common | 44,500 | \$1.00 |

| | | | |
|--------------------------------------|----------------|--------|----------|
| | Class C Common | 48,000 | \$1.00 |
| PCI Holding Company, Inc. | Common | 10,000 | \$1.00 |
| Professional Communications, Inc. | Common | 2,500 | \$10.00 |
| Professional Electronics, Inc. | Common | 100 | \$100.00 |

EIGHT: That this Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, USA Mobile Communications, Inc. III has caused this Certificate to be executed by its Chief Executive Officer this 29th day of June, 1998.

USA MOBILE COMMUNICATIONS,
INC. III
(a Delaware corporation)

By: 

C. Edward Baker, Jr.
Chief Executive Officer

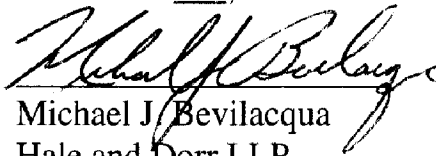
Certificate of Mailing Under 37 C.F.R. §1.10

“Express Mail” Mailing Label No.: EL538701386US

I hereby certify that the foregoing Recordation Form Cover Sheet and Merger (Q Media Company Paging, Inc., Q Media Paging Alabama, Inc. to USA Mobile Communications, Inc. III) are being deposited with the United States Postal Service via “Express Mail Post Office to Addressee” Service under 37 C.F.R. §1.10) on the date indicated below, and are addressed to Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231.

Date of Deposit: November 9, 2000

Signature:



Michael J. Bevilacqua

Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

P: (617) 526-6448

F: (617) 526-5000

I: michael.bevilacqua@haledorr.com