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To the Honorable Commissioner of

101545229

attached original documents or copy thereof.

1. Name of conveying party:
RCN Telecom Holding Company

Handwritten: 11-9-00

2. Name and address of receiving party:
RCN Telecom Services, Inc.
105 Carnegie Center
Princeton, New Jersey 08640

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other

- Association
- Limited Partnership

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



11-09-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #0

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

3. Nature of Conveyance:

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

Execution Date: September 30, 2000

If assignee is not domiciled in the United States, a domestic representative designator 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 patent number(s) listed below

A. Trademark Application No.(s)
See Schedule A

B. Trademark Registration No.(s)
See Schedule A

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41) \$625.00

- Enclosed
- Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475

(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.

Glenn A. Gundersen
Name of Person Signing

Handwritten Signature
Signature

November 9, 2000
Date

Total number of pages including cover sheet, attachments, and document: 10

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

Handwritten notes:
145
145

SCHEDULE A

RCN Telecom Services, Inc.

U.S. Trademark Registrations:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
STARPASS	2,122,780	December 23, 1997
STARVOICE	2,122,876	December 23, 1997
STARPASS and Design	2,148,917	April 7, 1998
YOUR PHONE. YOUR VIDEO. YOUR NETWORK.	2,196,192	October 13, 1998
STARVIEW	2,207,880	December 8, 1998
Design Only	2,230,674	March 9, 1999
EXPERIENCE THE SPEED	2,328,138	March 14, 2000
RCN and Design	2,360,973	June 27, 2000
STOP COASTING IT'S TIME TO ACCELERATE	2,368,502	July 18, 2000
RCN THE LIVE WIRE OF COMMUNICATIONS. and Design	2,389,379	September 26, 2000

Microfilm Number _____

Filed with the Department of State on SEP 26 2000

Entity Number: 987213

Kim Fitzgerald

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:IS:926 (Rev 90)

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In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: RCN Telecom Services, Inc.

2. Check and complete one of the following:

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department)

(a) 800 Route 309, Dallas, PA 18612, Luzerne County
 Number and Street City State Zip County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

 Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
RCN Long Distance Company	800 Route 309, Dallas, PA 18612, Luzerne County	
RCN Services Inc.	800 Route 309, Dallas, PA 18612, Luzerne County	
RCN Cable Systems, Inc.	Not qualified in Pennsylvania	
RCN Telecom Holding Company	Not qualified in Pennsylvania	
C-TEC Financial Services, Inc.	Not qualified in Pennsylvania	

THIS IS A TRUE COPY OF THE ORIGINAL SIGNED DOCUMENT FILED WITH THE DEPARTMENT OF STATE

4. (Check, and if appropriate complete, one of the following):

 The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: September 30, 2000 at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>RCN Telecom Services, Inc.</u>	<u>Adopted by board of directors, pursuant to 15Pa.C.S. 1424(b)(3)</u>
<u>RCN Long Distance Company, RCN Telecom Holding Company.</u>	<u>Adopted by board of directors of parent corporation</u>
<u>RCN Cable Systems, Inc., RCN Services Inc., C-TEC Financial Services, Inc.</u>	<u>pursuant to 15Pa.C.S.1924(b)(3)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

 The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

105 Carnegie Center, Princeton, NJ 08540, Mercer County
 Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 3rd day of September, 2000.

RCN Services Inc.
(Name of Corporation)

BY: James J. Saile
(Signature)

TITLE: James J. Saile, Vice President

RCN Cable Systems, Inc.
(Name of Corporation)

BY: James J. Saile
(Signature)

TITLE: James J. Saile, Vice President

RCN Telecom Services, Inc.

(Name of Corporation)

BY:

James J. Saile
(Signature)

TITLE: James J. Saile, Vice President

RCN Long Distance Company

(Name of Corporation)

BY:

James J. Saile
(Signature)

TITLE: James J. Saile, Vice President

RCN Telecom Holding Company

(Name of Corporation)

BY:

James J. Saile
(Signature)

TITLE: James J. Saile, Vice President

C-TEC Financial Services, Inc.

(Name of Corporation)

BY:

James J. Saile
(Signature)

TITLE: James J. Saile, Vice President

State of Delaware
Office of the Secretary of State

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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:

"C-TEC FINANCIAL SERVICES, INC." A NEVADA CORPORATION,

"RCN CABLE SYSTEMS, INC." A DELAWARE CORPORATION,

"RCN LONG DISTANCE COMPANY", A PENNSYLVANIA CORPORATION,

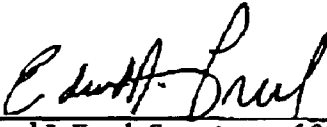
"RCN SERVICES INC." A PENNSYLVANIA CORPORATION,

WITH AND INTO "RCN TELECOM SERVICES, INC." UNDER THE NAME OF "RCN TELECOM SERVICES, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2000 AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2000.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0702104

001488335

DATE: 09-27-00

TRADEMARK
REEL: 002191 FRAME: 0816

CERTIFICATE OF MERGER

MERGING

RCN TELECOM HOLDING COMPANY

RCN CABLE SYSTEMS, INC.
Delaware Corporations

C-TEC FINANCIAL SERVICES, INC
A Nevada Corporation

RCN LONG DISTANCE COMPANY.

RCN SERVICES INC.
Pennsylvania Corporations

INTO

RCN TELECOM SERVICES, INC.
A Pennsylvania Corporation

THE UNDERSIGNED hereby executed the following Certificate of Merger merging RCN Telecom Holding Company, RCN Cable Systems, Inc., C-TEC Financial Services, Inc., RCN Long Distance Company and RCN Services Inc. into RCN Telecom Services, Inc., Inc. pursuant to Section 252 of the Delaware General Corporation Law.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of the corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
RCN Telecom Services, Inc.	Pennsylvania
RCN Telecom Holding Company	Delaware
RCN Cable Systems, Inc.	Delaware
C-TEC Financial Services, Inc.	Nevada
RCN Long Distance Company	Pennsylvania
RCN Services Inc.	Pennsylvania

SECOND: That an agreement and plan of merger 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 Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the merger is RCN Telecom Services, Inc., a Pennsylvania corporation.

- FOURTH:** That the Certificate of Incorporation of RCN Telecom Services, Inc., a Pennsylvania corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.
- FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is c/o RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540.
- SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any member or stockholder of the parties to the merger.
- SEVENTH:** That RCN Telecom Services, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept services of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is c/o John J. Jones, General Counsel, RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540.
- EIGHTH:** That this Certificate of Merger shall be effective on September 30, 2000.

Dated: _____

9/13/00

RCN Telecom Services, Inc.



James J. Saile, Vice President

SCHEDULE A

RCN Telecom Services, Inc.

Pending U.S. Trademark Applications:

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
RCN STARADVANTAGE	75,078,628	March 26, 1996
RCN STARCINEMA	75/095,155	March 26, 1996
STARVOYAGER	75/130,987	July 12, 1996
STAREXPLORER	75/139,459	July 12, 1996
FIBERSPEED	75/336,917	August 6, 1997
MEGABAND	75/336,972	August 6, 1997
THE LIVE WIRE OF COMMUNICATIONS	75/432,947	February 12, 1998
STARMAN	75/460,874	April 2, 1998
RCNBANK	75/548,579	September 8, 1998
RCN.COM	75/648,649	February 23, 1999
RCN THE LIVE WIRE OF COMMUNICATIONS	75/654,561	March 8, 1999
RCN TRUE LOCAL NETWORK	75/663,944	March 19, 1999
RESILINK	75/724,607	June 9, 1999
A NEW CHOICE IN PHONE, CABLE & INTERNET SERVICE	75/843,158	November 8, 1999
A BETTER CHOICE IN INTERNET SERVICE	75/844,567	November 9, 1999
RCN	76/105,858	August 9, 2000

