

03-15-2001



101638142

COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

S ONLY

To the Honorable Commission... TRADEMARKS: please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Siemens Business Communication Systems, Inc.

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

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

2. Name and address of receiving party(ies):  
 Siemens Information and Communication Networks, Inc.  
 900 Broban Sound Parkway  
 Boca Raton, Florida 33487

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

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: September 30, 1998

Domestic representative is attached:  Yes  No  
 Additional name(s) & address(es) attached?  Yes  No

4. (A.) Trademark Application No.(s)  
 75/225,637

Additional numbers attached?  Yes  No

4. (B.) Trademark Registrar

03-02-2001  
 U.S. Patent & TMO/TM Mail Rpt Dt. #70

5. Correspondence should be mailed to:  
 LAWRENCE E. ABELMAN  
 ABELMAN, FRAYNE & SCHWAB  
 150 East 42nd Street  
 New York, New York 10017-5612

6. Total number of applications and registrations involved:..... 1

"Express Mail" No: EK908115074US  
 Date of Deposit: March 2, 2001  
 I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and is addressed to the Assistant Commissioner of Trademarks, Arlington, VA 22202-3513  
 LAWRENCE E. ABELMAN  
 (Name of person mailing paper or fee)

(Signature of person mailing paper or fee)

7. Total fee (37 CFR 3.41): ..... \$ 40.00

Enclosed  
 (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account  
 Deposit account number: 01-0035  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.*

LAWRENCE E. ABELMAN                                           3/2/01  
 Name of Person Signing                      Signature                      Date

03/15/2001 6TON11 00000067 75225637                      Total number of pages comprising cover sheet: 4

01 FC:481                      40.00 DP

**CERTIFICATE OF MERGER**

**MERGING**

**SIEMENS BUSINESS COMMUNICATION SYSTEMS, INC.**

**WITH AND INTO**

**SIEMENS INFORMATION AND COMMUNICATION NETWORKS, INC.**

Siemens Business Communication Systems, Inc., a Delaware corporation ("SBCS"), and Siemens Information and Communication Networks, Inc., a Delaware corporation ("SICN"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That the name and state of organization of each of SBCS and SICN is as follows:

SBCS — State of Delaware  
SICN — State of Delaware

SECOND: That a Merger Agreement, dated as of September 30, 1998 (the "Merger Agreement"), between SBCS and SICN, providing for the merger (the "Merger") of SBCS with and into SICN, has been approved, adopted, certified, executed and acknowledged by each of SBCS and SICN in accordance with Section 251(c) of the General Corporation Law of Delaware.

THIRD: That the Merger shall become effective at 8 p.m. E.S.T. on September 30, 1998.

FOURTH: That the name of the surviving entity (the "Surviving Company") in the Merger shall be Siemens Information and Communication Networks, Inc., and the Surviving Company shall be a Delaware corporation.

FIFTH: That the Certificate of Incorporation of SICN shall be the Certificate of Incorporation of the Surviving Company, provided that Article Fourth of the Certificate of Incorporation of the Surviving Company shall read in its entirety as follows:

"FOURTH: The total number of shares of common stock which the Corporation is authorized to issue is 2,500 shares of Common Stock of the par value of \$1.00 per share."


SIXTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Company at the following address: 900 Broken Sound Parkway, Boca Raton, Florida 33487.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Company, on request, and without cost, to any member or stockholder of SBCS or SICN, as the case may be.

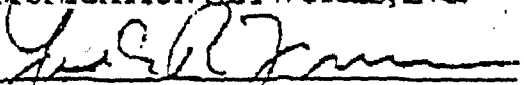
201-043.2

IN WITNESS WHEREOF, SBCS has caused this Certificate of Merger to be signed by Gerald H. Wright, its Executive Vice President and Chief Financial Officer, and SICN has caused this Certificate of Merger to be signed by Frederick R. Fromm, its President and Chief Executive Officer, each as of the 30 day of September, 1998.

SIEMENS BUSINESS COMMUNICATION  
SYSTEMS, INC.

By:   
Name: Gerald H. Wright  
Title: Executive Vice President and Chief  
Financial Officer

SIEMENS INFORMATION AND  
COMMUNICATION NETWORKS, INC.

By:   
Name: Frederick R. Fromm  
Title: President and Chief Executive Officer

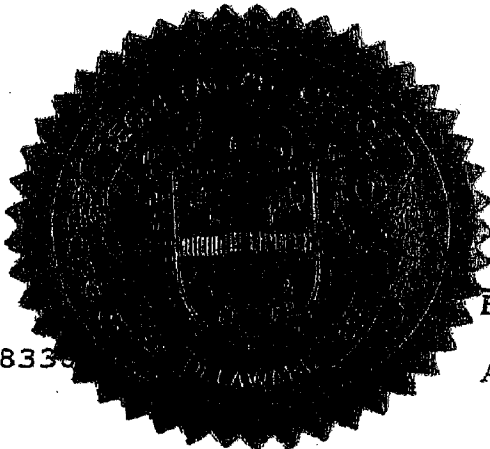
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"SIEMENS BUSINESS COMMUNICATION SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SIEMENS INFORMATION AND COMMUNICATION NETWORKS, INC." UNDER THE NAME OF "SIEMENS INFORMATION AND COMMUNICATION NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 4:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0210311  
DATE: 01-21-00