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06-06-2001

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Shockley Communications Corporation

- Individual(s)
- General Partnership
- Corporation-State Wisconsin
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: May 31, 2001

2. Name and address of receiving party(ies)

Name: Shockley Delaware Corp.

Internal c/o Northern Communications

Address: Statutory Trust

Street Address: 1050 17th Street, N.W.,

City: Washington State: DC Zip: 20036

- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

1968389

Additional number(s) attached Yes No

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

Name: Steven S. Wheeler, Esq.

Internal Address: Bingham Dana LLP

Street Address: One State Street

City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Terry K. Shockley
Name of Person Signing

Terry K. Shockley
Signature

5/31/01
Date

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK
REEL: 002308 FRAME: 0775

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "SHOCKLEY DELAWARE CORP.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 2 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3371050 8100

AUTHENTICATION: 1168228

010265466

DATE: 06-04-01

TRADEMARK
REEL: 002308 FRAME: 0776

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 05/31/2001
010259862 - 3371050

**CERTIFICATE OF MERGER
OF**

SHOCKLEY COMMUNICATIONS CORPORATION
(a Wisconsin Corporation)

WITH AND INTO

SHOCKLEY DELAWARE CORP.
(a Delaware Corporation)

Shockley Delaware Corp. (the "Surviving Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Delaware, pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"), does hereby CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations are:

<u>Name:</u>	<u>State:</u>
Shockley Communications Corporation	Wisconsin
Shockley Delaware Corp.	Delaware

SECOND: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the DGCL.

THIRD: The name of surviving corporation is Shockley Delaware Corp. ("Surviving Corporation")

FOURTH: The certificate of incorporation of Shockley Delaware Corp. 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 which is:

1050 17th Street N.W.
Washington D.C. 20036

SIXTH: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of any constituent corporation.

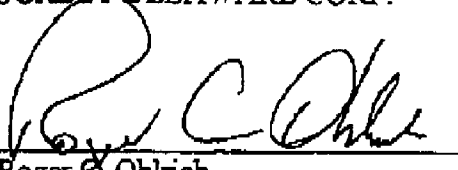
SEVENTH: The authorized capital stock of each constituent corporation that is not a corporation organized and existing under the laws of the State of Delaware is:

Shockley Communications Corporation: 100,000 shares of common stock, no par value.

EIGHTH: That the merger shall be effective upon filing.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the President of the Surviving Corporation as of the 31st of May, 2001.

SHOCKLEY DELAWARE CORP.

By: 
Roger E. Ohlrich
Its President

01 MAY 31 PM 12:31

**SHOCKLEY COMMUNICATIONS CORPORATION
SHOCKLEY DELAWARE CORP.**

ARTICLES OF MERGER

The undersigned corporations, pursuant to Wisconsin Statutes §§ 180.1101, 180.1103, 180.1105 and 180.1107, and pursuant to Delaware Code Title 8, §§ 252, 259, 260 and 261, do hereby adopt the following Articles of Merger and Plan of Merger, attached hereto, with the purpose of merging Shockley Communications Corporation ("SCC"), a Wisconsin corporation, with and into Shockley Delaware Corp. ("SDC"), a Delaware corporation. SCC and SDC are each wholly-owned subsidiaries of Northern Communications Acquisition Corp., a Delaware corporation ("NCAC").

The purpose of this Merger Agreement is to reincorporate NCAC's wholly-owned subsidiary SCC as a Delaware corporation through the merger of SCC with and into NCAC's wholly-owned subsidiary SDC pursuant to the terms and conditions of these Articles of Merger and attached Plan of Merger.

ARTICLE I

Names and States of Incorporation

The names of the corporations to be merged and the states in which such corporations are organized are as follows:

Names of Corporations

States of Incorporation

Shockley Communications Corporation

Wisconsin

Shockley Delaware Corp.

Delaware

ARTICLE II

Plan of Merger

Section 1. Merger. The Plan of Merger, attached hereto, is incorporated herein by reference. SCC shall be merged (the "Merger") with and into SDC in accordance with the Plan of Merger, the applicable provisions of the Delaware General Corporation Law (the "DGCL") and Wisconsin Business Corporation Law (the "WBCL"). From and after the Effective Time, defined in Section 2, below, the separate existence of SCC shall terminate and SDC shall continue in existence as the surviving corporation (the "Surviving Corporation"). From and after the Effective Time, all of the estate, property, rights, privileges, powers and franchises of SCC shall become vested in and be held by the

Surviving Corporation as fully and entirely and without change or diminution as the same were held and enjoyed by SCC, and the Surviving Corporation shall assume all of the obligations of SCC.

Section 2. Effective Date. The Merger shall become effective at 12:30 p.m., Wisconsin time, on Thursday, May 31, 2001 ("Effective Time").

Section 3. Articles, By-Laws, Officers and Directors of Surviving Corporation. The name of the surviving corporation shall be Shockley Delaware Corp. The Certificate of Incorporation and the By-Laws of SDC as existing and constituted immediately prior to the Effective Time shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation from and after the Effective Time until amended in accordance with applicable law.

Immediately following the Effective Time, the persons who were directors and officers, respectively, of SDC immediately prior to the Effective Time will be the directors and officers, respectively, of the Surviving Corporation.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on the date set forth below.

SHOCKLEY COMMUNICATIONS CORPORATION,
a Wisconsin corporation

By: 

Roger C. Ohlrich
Its President

Dated as of May 31, 2001

SHOCKLEY DELAWARE CORP.,
a Delaware corporation

By: 

Roger C. Ohlrich
Its President

Dated as of May 31, 2001