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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

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

1. Name of conveying party(ies):

Shockley Delaware Corp.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

2. Name and address of receiving party(ies)

Name: Shockley Communications Acquisition, LLC

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

Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Conversion to limited liability company

Execution Date: May 31, 2001

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.

Roger C. Ohlerch President

Name of Person Signing

Signature

5/31/01

Date

Total number of pages including cover sheet, attachments, and document: 4

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

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 CONVERSION OF "SHOCKLEY DELAWARE CORP.", CHANGING ITS NAME FROM "SHOCKLEY DELAWARE CORP." TO "SHOCKLEY COMMUNICATIONS ACQUISITION, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 2:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 3 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1168247

DATE: 06-04-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:25 PM 05/31/2001
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**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266
OF THE DELAWARE GENERAL CORPORATION LAW AND
SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**

1. The name of the corporation immediately prior to filing this Certificate of Conversion is Shockley Delaware Corp. (the "Corporation").
2. The original certificate of incorporation of the Corporation was filed in the State of Delaware with the Secretary of State of the State of Delaware on April 5, 2001.
3. The name of the limited liability company to which the Corporation is herein being converted is Shockley Communications Acquisition, LLC.
4. The conversion of the Corporation to Shockley Communications, LLC shall be effective at 3 : 00 PM (New York City time) on May 31, 2001.
5. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware .

By: 
 Name: Roger C. Ohlrich
 Title: President

CERTIFICATE OF FORMATION
OF
SHOCKLEY COMMUNICATIONS ACQUISITION, LLC

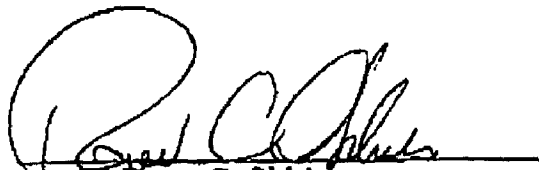
This Certificate of Formation of Shockley Communications Acquisition, LLC (the "LLC"), is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.)

FIRST: The name of the limited liability company formed hereby is Shockley Communications Acquisition, LLC.

SECOND: The name of the registered agent for service of process on the LLC in the State of Delaware is SR Services, LLC.

THIRD: The address of the registered office in the State of Delaware is 919 North Market Street, Suite 600, Wilmington, New Castle County, Delaware 19801.

FOURTH: The effective time and date is 3:00 PM (New York City time) on May 31, 2001.
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of May 31 2001.


Name: Roger C. Ohlrich
Title: Authorized Person

CTDOC3:1447326.3