

09-27-2001



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

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): State Communications, Inc. 301 N. Main Street Greenville, SC 29601

2. Name and address of receiving party(ies) Name: State Communications, Inc. Internal Address: Street Address: 301 N. Main Street City: Greenville State: SC Zip: 29601

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

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

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

Execution Date: 8/30/00

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/746447; 75/746448; and 75/746449

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Bryan F. Hickey, Esquire Internal Address: Haynsworth Sinkler Boyd, P.A. P.O. Box 2048 Greenville, SC 29602 Street Address: 75 Beattie Place 2 Liberty Square City: Greenville State: SC Zip: 29601

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 120.00 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.

Name of Person Signing Hamilton E. Russell Signature Date 09/18/01

Total number of pages including cover sheet, attachments, and document: 8

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

09/26/2001 JJALLM2 00000010 75746447

01 FC:481 02 FC:482

40.00 EP 50.00 EP

Refund Ref: 09/26/2001 JJALLM2 0000110370 CHECK Refund Total: \$30.00

TRADEMARK REEL: 002374 FRAME: 0393

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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 AGREEMENT OF MERGER, WHICH MERGES:  
"STATE COMMUNICATIONS, INC.", A SOUTH CAROLINA CORPORATION,  
WITH AND INTO "STATE COMMUNICATIONS, INC." UNDER THE NAME OF "STATE COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2000, AT 3:01 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1338593

DATE: 09-12-01

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AGREEMENT AND PLAN OF MERGER, dated this 30 day of August 2000, pursuant to Section 252 of the General Corporation Law of Delaware and Chapter 11 of the South Carolina Business Corporation Act of 1988, as amended, between STATE COMMUNICATIONS, INC., a Delaware corporation, and STATE COMMUNICATIONS, INC., a South Carolina corporation.

R E C I T A L S

WHEREAS all of the constituent entities desire to merge into a single corporation, as hereinafter specified; and

WHEREAS the name and address of the registered agent and the registered office of State Communications, Inc., a Delaware corporation, in the State of Delaware is:

The Corporation Trust Company  
1209 Orange Street  
New Castle County  
Wilmington, DE 19801

The name and address of the registered agent and registered office of State Communications, Inc., a South Carolina corporation, in the State of South Carolina is:

Charles L. Houser  
200 North Main Street  
Greenville, SC 29601

Agreement

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree as follows:

FIRST: State Communications, Inc., a South Carolina corporation, shall be and hereby is merged into State Communications, Inc., a Delaware corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of State Communications, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and

effect as the Certificate of Incorporation of the corporation surviving this merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of each of the constituent entities into the shares or other securities of the surviving corporation shall be as follows:

(a) (i) Each share of common stock, par value \$0.001, of State Communications, Inc., a South Carolina corporation, outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one share of common stock of the surviving corporation.

(ii) Each share of Series A Convertible Preferred Stock, par value \$0.01, of State Communications, Inc., a South Carolina corporation, outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one share of Series A Convertible Preferred Stock of the surviving corporation (the terms of which are substantially identical to the terms of the Series A Convertible Preferred Stock of State Communications, Inc., a South Carolina corporation).

(iii) Each share of Series B Convertible Preferred Stock, par value \$0.01, of State Communications, Inc., a South Carolina corporation, outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one share of Series B Convertible Preferred Stock of the surviving corporation (the terms of which are substantially identical to the terms of the Series B Convertible Preferred Stock of State Communications, Inc., a South Carolina corporation).

(iv) Each share of Series C Convertible Preferred Stock, par value \$0.01, of State Communications, Inc., a South Carolina corporation, outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one share of Series C Convertible Preferred Stock of the surviving corporation (the terms of which are substantially identical to the terms of the Series C Convertible Preferred Stock of State Communications, Inc., a South Carolina corporation).

(v) Each security of State Communications, Inc., a South Carolina corporation convertible into common stock of State Communications, Inc., a South Carolina corporation (other than the outstanding preferred stock referenced above) and outstanding on the effective date of this merger, and all rights in respect thereof shall be changed and

converted into the right to convert into the same number of shares of common stock of the surviving corporation (all on the same terms as were applicable to its conversion into common stock of State Communications, Inc., a South Carolina corporation).

(b) After the effective date of this merger, each holder of an outstanding certificate representing shares of State Communications, Inc., a South Carolina corporation, may surrender such certificate to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of State Communications, Inc., a South Carolina corporation, to be converted into the stock of the surviving corporation provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporations as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of State Communications, Inc., a South Carolina corporation, shall have said shares canceled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall become the directors of the surviving corporation, and continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Secretary of State of South Carolina.

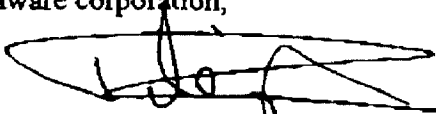
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of State Communications, Inc., a South Carolina corporation, shall be transferred to, vested

in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and State Communications, Inc., a South Carolina corporation, shall be as effectively the property of the surviving corporation as they were of the surviving corporation and State Communications, Inc., a South Carolina corporation, respectively. State Communications, Inc., a South Carolina corporation, hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and conform to the surviving corporation title to and possession of any property of State Communications, Inc., a South Carolina corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the directors of State Communications, Inc., a South Carolina corporation, and the proper officers and directors of the surviving corporation are fully authorized in the name of State Communications, Inc., a South Carolina corporation, or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent entity at any time prior to the time that this merger filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of the constituent entities at any time prior to the time that this merger filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders or members of any constituent entity shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the agreement if such alteration or change would adversely affect the stockholders or members of such constituent entity.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Agreement and Plan of Merger by the officers of each party thereto, have caused these presents to be executed by the officers of parties hereto as the respective act, deed and agreement of each of said entities, on this 29 day of August 2000.

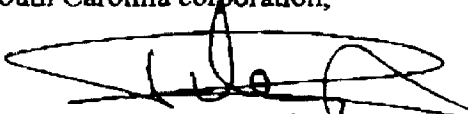
STATE COMMUNICATIONS, INC.,  
a Delaware corporation,



by

Name: Riley M. Murphy  
Title: General Counsel and Secretary

STATE COMMUNICATIONS, INC.,  
a South Carolina corporation,



by

Name: Riley M. Murphy  
Title: General Counsel and Secretary

**STOCKHOLDER ACTION WITHOUT A MEETING**  
**PURSUANT TO SECTION 228**  
**OF THE DELAWARE GENERAL CORPORATION LAW**

The undersigned, a holder of all the outstanding shares of common stock, par value \$0.0001 per share, of State Communications, Inc., a Delaware corporation (the "Corporation"), does hereby consent to the adoption of, and does hereby approve and adopt, the following resolutions by written consent pursuant to Section 228 of the General Corporation Law of the State of Delaware:

**Merger of the Corporation with State Communications, Inc., a South Carolina corporation**

**RESOLVED** that the Corporation enter into and perform the transactions contemplated by the Agreement and Plan of Merger between the Corporation and State Communications, Inc., a South Carolina corporation ("State"), substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), whereby State will merge with and into the Corporation; and

**RESOLVED** that the officers of the Corporation be, and each of them individually hereby is, authorized and directed to execute and deliver the Merger Agreement and the Corporation is hereby authorized to perform its obligations under and consummate any transactions contemplated by such documents.

In witness whereof, the undersigned has executed this written consent this 30<sup>th</sup> day of August, 2000.

STATE COMMUNICATIONS, INC.,  
a South Carolina Corporation,

  
Charles S. Houser  
Chairman and Chief Executive Officer

TOTAL P. 02

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