

01-16-2002



101949405

To the Honorable Commissioner

attached original documents or copy thereof.

1. Name of conveying party(ies): VOYAGER.NET, INC. 1/9/02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-Delaware
Other
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)
Name: CORECOMM-VOYAGER, INC.
Internal
Address:
Street Address: 4660 South Hagadorn Road, Suite 320
City: East Lansing State: MI Zip: 48823
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation- Delaware
Other
If assigned is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No
(Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance:
Assignment [ ] Merger & Name Change [X]
Security Agreement [ ] Change of Name [ ]
Other [ ]
Execution Date: September 29, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE EXHIBIT A (attached)
Additional number(s) attached [ ] Yes [X] No

B. Trademark Registration No.(s)
Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Marie M. Nuguid, Senior Legal Assistant
Internal Address:
01/15/2002 6TDM11 00000139 75027341
01 FC:481 40.00 OP
02 FC:482 100.00 OP
Street Address: Goodwin Procter LLP
Exchange Place, 53 State Street
City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41) 140.00
[X] Enclosed
[ ] Authorized to be charged to deposit account
8. Deposit account number: 07-1700
(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.
Marie M. Nuguid, Senior Legal Asst
Marie M. Nuguid
December 3, 2001
Name of Person signing Signature Date

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

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

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 "VOYAGER.NET, INC.", CHANGING ITS NAME FROM "VOYAGER.NET, INC." TO "CORECOMM-VOYAGER, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2000, AT 1:02 O'CLOCK P.M.



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

2945832 8100

010597242

AUTHENTICATION: 1463617

DATE: 11-27-01

TRADEMARK  
REEL: 002424 FRAME: 0591

**Exhibit A**

<b>Mark</b>	<b>Application No/Registration No:</b>	<b>Filing Date/Issue Date</b>
VOYAGER.NETMAIL	75/827,341	October 15, 1999
WE KEEP YOU CONNECTED	75/867,138	December 8, 1999
FAMILYPLACE	2,471,564	July 24, 2001
FAMILYPLACE(stylized)	2,471,565	July 24, 2001
VOYAGER.NET FAMILYPLACE	2,473,522	July 31, 2001

**CERTIFICATE OF MERGER  
OF  
CORECOMM GROUP SUB I, INC.  
INTO  
VOYAGER.NET, INC.**

In accordance with Section 251(c) of the General Corporation Law of the State of Delaware Voyager.net, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY THAT:**

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
CoreComm Group Sub I, Inc.	Delaware
Voyager.net, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of March 12, 2000, as amended (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL") and, in the case of Corccomm Group Sub I, Inc., by written consent of its sole stockholder in accordance with Section 228 of the DGCL.

**THIRD:** The name of the surviving corporation of the merger is Voyager.net, Inc., which name at the effective time of the merger will be changed to CoreComm-Voyager, Inc.

**FOURTH:** At the effective time of the merger, the Restated Certificate of Incorporation of the surviving corporation shall be amended so as to read in its entirety in the form attached hereto as Exhibit A.

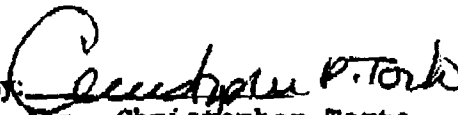
**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 110 East 59th Street, New York, N.Y. 10022.

**SIXTH:** On request, the surviving corporation will furnish without cost a copy of the Merger Agreement to any stockholder of any constituent corporation.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has signed his name, this  
29<sup>th</sup> day of September, 2000 and by such act affirms, under penalties of perjury, that  
this instrument constitutes the act and deed of the Corporation and that the facts stated  
herein are true.

VOYAGER.NET, INC.

By:   
Name: Christopher Torto  
Title: Chief Executive Officer

**EXHIBIT A**

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**CORECOMM-VOYAGER, INC.**

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**FIRST:** The name of this corporation is CoreComm-Voyager, Inc.

**SECOND:** Its Registered Office in the State of Delaware is to be located at 9 East Loockerman Street, City of Dover 19901, County of Kent. The name of its registered agent at that address is National Registered Agents, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law ("DGCL") of the state of Delaware.

**FOURTH:** The amount of the total authorized capital stock of the corporation is 1,500 shares of common stock, par value \$.0001 per share.

**FIFTH:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the effective date of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of this Article Fifth by either of (i) the stockholders of the corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a person serving as a director at the time of such repeal or modification.

**SIXTH:** Except as otherwise provided by law, the By-laws of the Corporation may be adopted, amended or repealed by the Board of Directors.

Doc# NYS: 768594.4

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