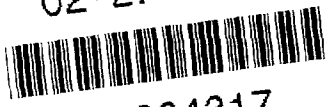


02-27-2002



101,994,317

Form PTO-1524
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

T 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):
TCP Acquisition, Inc. *2.8.02*

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

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

2. Name and address of receiving party(ies)
Name: Telscape Communications, Inc.
Internal Address: _____
Street Address: 606 Huntington Drive
City: Monrovia State: CA Zip: 91016

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

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

Execution Date: October 30, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/132,480
75/787,136
76/062,988

Additional number(s) attached Yes No

B. Trademark Registration No.(s) EEB - 8 2002
2,277,885
2,277,884

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Paul A. Hoffman, Esq.
 Internal Address: Law Offices of Paul E. Greenwald & Associates
 Street Address: 500 No. State College Boulevard, Suite 780
 City: Orange State: CA Zip: 92868

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 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.

R. GARCIA R. Hoffman Jan. 18, 2002
 Name of Person Signing Signature Date

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

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01 FC:481
02 FC:482

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100.00 OP

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

ORIGINAL

TRADEMARK
REEL: 002450 FRAME: 0116

State of California

SECRETARY OF STATE

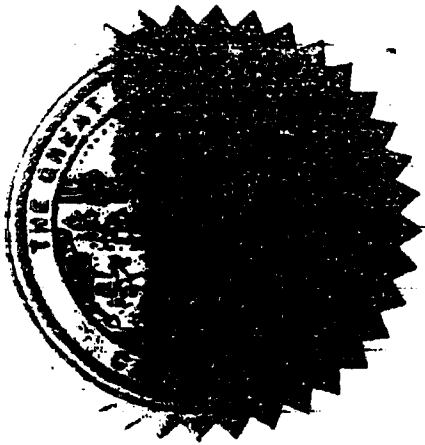
NAME CHANGE CERTIFICATE OF QUALIFICATION

C2348187

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 6th day of November, 2001, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **TCP ACQUISITION, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **TELSCAPE COMMUNICATIONS, INC.** This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of November 14, 2001.



Bill Jones
BILL JONES
Secretary of State

OSP 99 21538

NP-24 A (Rev. 1-95)

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** TOTAL PAGES **

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
TCP ACQUISITION, INC.
(Pursuant to Section 242)**

The undersigned, Darryl B. Thompson, being President of TCP ACQUISITION, INC., a Delaware corporation (the "Corporation"), hereby certifies:

1. The name of the Corporation is TCP Acquisition, Inc. The Corporation's Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on June 19, 2001 (the "Certificate of Incorporation").

2. The Certificate of Incorporation is hereby amended by deleting ARTICLE 1 in its entirety and replacing it with the following:

ARTICLE 1 The name of the Corporation is Telcape Communications, Inc. (the "Corporation").

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of October 30, 2001.

TCP ACQUISITION, INC.

By: /s/ Darryl B. Thompson
Name: Darryl B. Thompson
Title: President

1782379

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 10/31/2001
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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 AMENDMENT OF "TCP ACQUISITION, INC.", CHANGING ITS NAME FROM "TCP ACQUISITION, INC." TO "TELSCAPE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2001, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1421910

DATE: 11-01-01

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NOV 29 2001

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