

Form PTO-1594 (rev 3/1)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U. S. Department of Commerce 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): Consolidated Communications Telecom Services Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Illinois <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and Address of receiving party(ies) McLeodUSA Telecommunications Services, Inc. 6400 C Street SW Cedar Rapids, IA, 52401 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Iowa <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: <u>August 28, 1998</u>					
4. Application number(s) or registration number(s): A. Trademark Application No(s). B. Trademark Registration No(s). 1900124 2148186 2063931 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Diane Vo-Verde, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036			6. Total number of applications/registrations involved: 3 7. Total fee (37 CFR 3.41) \$ 90 Check enclosed <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Reference 065890/1)		
			8. Deposit Account No. 19-2385		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <u>Diane Vo-Verde</u> <u><i>Diane Vo-Verde</i></u> <u>April 26, 2002</u> Name Signature Date Total number of pages including cover sheet, attachments, and document: 8					

1155 . 0188

File Number 5363-075-7

2082

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF MCLEODUSA TELECOMMUNICATIONS SERVICES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF IOWA HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.



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In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 10TH day of SEPTEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD

George H. Ryan
Secretary of State

BCA 1125 .0189

File # D 5383-075-7

DATE: 9/10/98

FILING FEE: \$100.00

ARTICLES OF MERGER
OF
CONSOLIDATED COMMUNICATIONS TELECOM SERVICES INC.
INTO
MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.

5383-075-7
5754-647-6

PAID
SEP 14 1998

TO THE SECRETARIES OF STATE OF THE STATE OF IOWA AND THE STATE OF ILLINOIS:

Pursuant to Section 1105 of the Iowa Business Corporation Act, Consolidated Communications Telecom Services Inc. and McLeodUSA Telecommunications Services, Inc. adopt the following articles of merger.

1. The Plan of Merger ("Plan") is attached as Exhibit 1.
2. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan as to each corporation is as follows:

CONSOLIDATED COMMUNICATIONS TELECOM SERVICES INC.

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1,000	1,000

FILED

MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.

SEP 10 1998

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1,000	1,000

GEORGE H. RYAN
SECRETARY OF STATE

The number of votes cast for the Plan by each voting group was sufficient for approval by that voting group.

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3. Consolidated Communications Telecom Services Inc. is merged into McLeodUSA Telecommunications Services, Inc. with McLeodUSA Telecommunications Services, Inc. as the surviving corporation.

4. It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of Illinois:

a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.

b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and

c. The surviving, new or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

5. This merger shall become effective upon filing with the Secretary of the State.

Dated: July 30, 1998

EXPEDITED

SEP 10 1998

SECRETARY OF STATE

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The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

CONSOLIDATED COMMUNICATIONS
TELECOM SERVICES, INC.

By: 
Stephen C. Gray, President

Attested to:

By: 
Randall Rings, Secretary

MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC.

By: 
Stephen C. Gray, President

Attested to:

By: 
Randall Rings, Secretary

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PLAN OF MERGER

This Plan of Merger is entered as of August 28, 1998, by and between Consolidated Communications Telecom Services Inc., an Illinois corporation ("Consolidated"), and McLeodUSA Telecommunications Services, Inc., an Iowa corporation ("Telecommunications"). Consolidated and Telecommunications are wholly-owned subsidiaries of McLeodUSA Incorporated, a Delaware corporation ("McLeodUSA").

RECITALS

A. The Board of Directors of Consolidated and Telecommunications and the officers of McLeodUSA have determined it to be advisable that Consolidated be merged with and into Telecommunications in a statutory merger (the "Merger") in accordance with the Iowa Business Corporations Act (the "Iowa Act") so that Telecommunications will be the surviving corporation of the Merger and have directed that this Plan of Merger be submitted to the stockholders of Consolidated and Telecommunications for approval.

The parties agree as follows:

1. THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Agreement, Consolidated will be merged with and into Telecommunications pursuant to this Agreement in accordance with applicable provisions of the laws of the State of Iowa and as a result of the merger all shares of Consolidated will be canceled. Telecommunications is a wholly-owned subsidiary of McLeodUSA.

1.2 Effects of the Merger. In addition to the foregoing effects of the Merger, each of the following will occur: (a) the separate existence of Consolidated will cease and Consolidated will be merged with and into Telecommunications, and Telecommunications will be the surviving corporation of the Merger (the "Surviving Corporation"); (b) the Articles of Incorporation and Bylaws of Telecommunications will continue unchanged and will be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter duly amended; (c) the shares of Consolidated common stock outstanding will, by virtue of the Merger and without any action on the part of any holder thereof, be canceled; (d) the shares of Telecommunications will continue to be owned by McLeodUSA; and (e) the Merger will have all of the effects provided by the Plan of Merger and applicable law.

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2. CLOSING MATTERS

2.1 Cancellation of Certificates. At the Closing, every share of Consolidated Common Stock will be surrendered to Telecommunications and the certificate(s) for such shares duly endorsed will be canceled.

3. SUBMISSION OF STOCKHOLDERS; EFFECTIVE DATE OF MERGER

This Plan of Merger shall be submitted to the stockholders of Consolidated and Telecommunications in accordance with the corporate laws of the State of Iowa and the State of Illinois. If this Plan of Merger is duly adopted by all shareholders entitled to vote of both Consolidated and Telecommunications and is not terminated, as soon as practicable after the conditions provided for in the Agreement have been satisfied or waived, Consolidated and Telecommunications shall execute and file such documents and take such other action as may be necessary or appropriate to effect the transactions contemplated by the Plan of Merger.

4. MISCELLANEOUS

4.1 Plan. The Plan and this Agreement are intended to be construed together in order to effectuate their purposes.

4.2 Assignment, Binding Upon Successors, and Assigns. Neither party hereto may assign any of its rights or obligations under this Agreement without the prior written consent of the other party hereto, which consent may be withheld in such party's sole discretion. This Agreement will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

4.3 Governing Law. This Agreement shall be governed by and construed in accordance with the Internal laws of the State of Iowa (irrespective of its choice of law or conflict of laws principles).

4.4 Counterparts. This Agreement may be executed in two or more counterparts, each of which will be an original as regards any party whose signature appears thereon and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

CONSOLIDATED COMMUNICATIONS
TELECOM SERVICES, INC.

By: *Richard A. Lumpkin*
Richard A. Lumpkin, Sales Director

MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC.

By: *Clerk E. McLeod*
Clerk E. McLeod, Sales Director