

03-25-2002

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



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

Resubm

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

1. Name of conveying party(ies):

PowerFone, Inc.

3-2-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 31, 1996

2. Name and address of receiving party(ies)

Name: OneComm Corporation, N.A.

Internal

Address: c/o Nextel

Street Address: 1505 Farm Credit Drive

City: McLean State: VA Zip: 22102

- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2186319

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Amy B. Goldsmith, Esq.

Internal Address:

Gottlieb, Rackman & Reisman, P.C.

Street Address: 270 Madison Avenue

City: NY State: NY Zip: 10016

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:

07-1730

(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.

Amy B. Goldsmith Name of Person Signing

[Signature] Signature

March 1, 2002 Date

Total number of pages including cover sheet, attachments, and document: 5

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

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12-13-2001



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

To the Honorable Commissioner of Patent:

101914548

Original documents or copy thereof.

1. Name of conveying party(ies): PowerFone, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

2. Name and address of receiving party(ies) Name: OneComm Corporation, N.A. Internal Address: c/o Nextel Street Address: 1505 Farm Credit Drive City: State: Zip: Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 31, 1996

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2186319

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Amy B. Goldsmith, Esq. Internal Address: Gottlieb, Rackman & Reisman, P.C. Street Address: 270 Madison Avenue City: NY State: NY Zip: 10016

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: 07-1730 (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. Amy B. Goldsmith Name of Person Signing Signature Date October 22, 2001

Total number of pages including cover sheet, attachments, and document: 5

12/12/2001 6TON11 00000076 2186319 81 FC:481 40.00 OP

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

TRADEMARK REEL: 2468 FRAME: 0340

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POWERFONE, INC.," A DELAWARE CORPORATION,

WITH AND INTO "ONECOMM CORPORATION, N.A." UNDER THE NAME OF

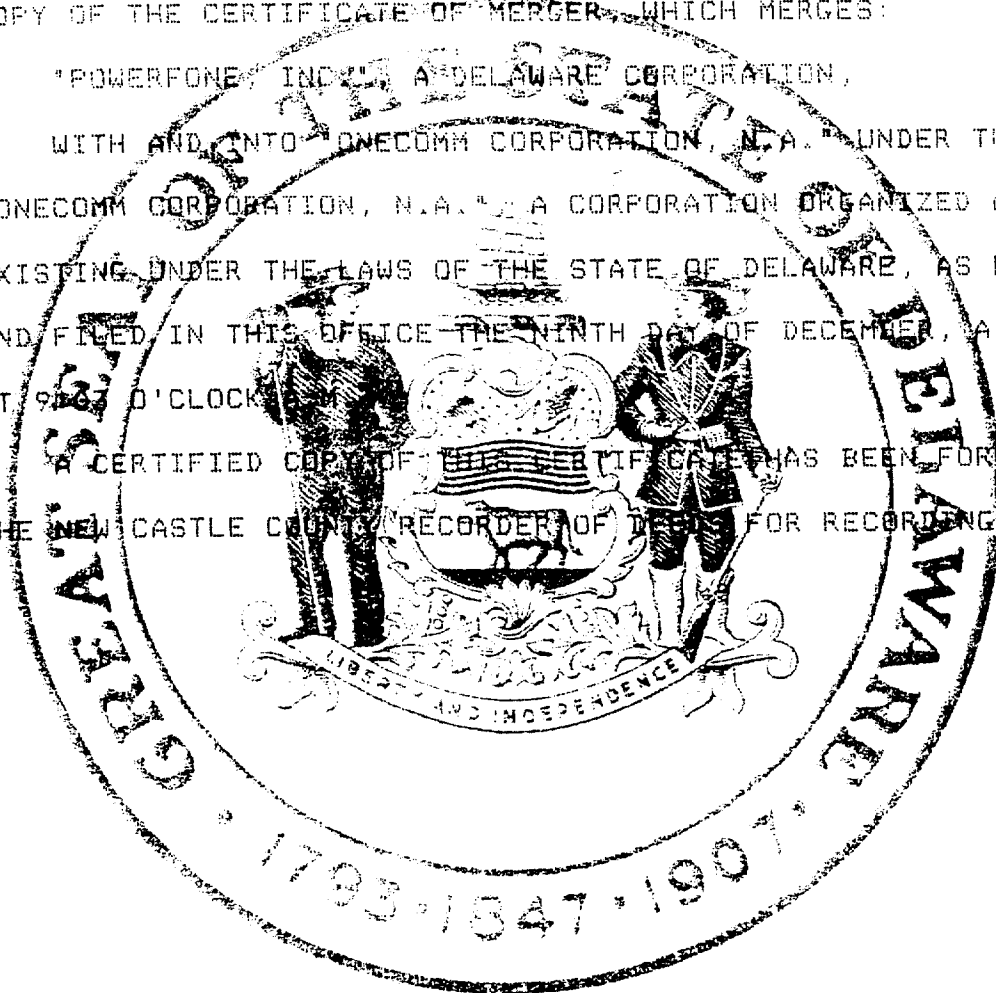
"ONECOMM CORPORATION, N.A.," A CORPORATION ORGANIZED AND

EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED

AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 1996,

AT 9:07 O'CLOCK

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



Edward J. Freel

Edward J. Freel, Secretary of State



AUTHENTICATION:

DATE: 8240356

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CERTIFICATE OF MERGER
OF
POWERFONE, INC.
INTO
ONECOMM CORPORATION, N.A.

OneComm Corporation, N.A., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME:	STATE OF INCORPORATION:
OneComm Corporation, N.A.	Delaware
PowerFone, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is OneComm Corporation, N.A., a Delaware corporation.

FOURTH: That the certificate of incorporation of OneComm Corporation, N.A., as amended, shall be the certificate of incorporation of the surviving corporation.

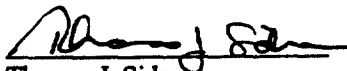
FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business is: c/o Nextel, 1505 Farm Credit Drive, McLean, VA 22102.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation. The agreement is attached as Exhibit A.

SEVENTH: This Certificate of Merger shall be effective at 11:59:59 p.m. on Tuesday, the 31st day of December, 1996.

Dated: November 15, 1996

ONECOMM CORPORATION, N.A.


Thomas J. Sidman
Vice President

Attest: 
Thomas D. Hickey, Assistant Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement"), dated as of November 15, 1996, is by and between OneComm Corporation, N.A., a Delaware corporation (the "Survivor") and PowerFone, Inc., a Delaware corporation, (the "Target").

WHEREAS, the Boards of Directors of each of Survivor and Target have determined that it is advisable and in the best interests of their respective companies and stockholders that they merge pursuant to Section 251 of the General Corporation Law of the State of Delaware ("DGCL") upon the terms and conditions contained in this Agreement and the sole stockholder has approved the merger.

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements contained herein, Survivor and Target agree as follows:

1. The Merger. At the Effective Date (as defined in Section 1.8 below), Target shall merge with and into Survivor in accordance with the DGCL (the "Merger"), and Survivor shall be the surviving corporation of the Merger. The identity, existence, rights, privileges, powers, franchises, properties and assets of Survivor shall continue unaffected and unimpaired by the Merger. As of the Effective Date, the identity and separate existence of Target shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Target shall be vested in Survivor.
 - 1.1. Address. The street address of the principal office of Survivor shall be c/o Nextel, 1505 Farm Credit Drive, McLean, VA 22102.
 - 1.2. Corporate Purposes. The corporate purposes of Survivor shall be the corporate purposes of Survivor as in effect immediately prior to the Effective Date.
 - 1.3. Authorized Stock. The total number of shares and the par value of each class of stock which Survivor is authorized to issue shall be the total number of shares and par value which Survivor is authorized to issue immediately prior to the Effective Date.
 - 1.4. Other Terms and Conditions. Certain other terms and conditions of the Merger are as follows:
 - 1.4.1 Articles of Organization. The articles of organization of Survivor as in effect on and immediately prior to the Effective Date shall be the articles of organization of Survivor immediately after the Effective Date until they shall be altered, amended or repealed as provided therein.
 - 1.4.2 Bylaws. The bylaws of Survivor as in effect on and immediately prior to the Effective Date shall be the bylaws of Survivor immediately after the Effective Date until they shall be altered, amended or repealed as provided therein.
 - 1.4.3 Directors and Officers. The directors and officers of Survivor on and immediately prior to the Effective Date shall continue in office until the next meeting of stockholders of Survivor or until their successors are duly elected and qualified.
 - 1.5. Waiver of Notice. Survivor hereby waives the requirement that it be mailed a copy of the Agreement and Plan of Merger.

1.6. Merger Consideration. Upon the Effective Date, each share of Target's stock outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of Target or Survivor, be cancelled and no payment shall be made in respect thereof.

1.7. Merger Consideration. At the Effective Date, by virtue of the Merger and without any action on the part of Target or Survivor: (a) each share of Target's authorized stock and each share of Target's outstanding stock will be extinguished, all certificate(s) representing outstanding shares of Target's stock will be cancelled, and no payment will be made in respect thereof; and (b) the outstanding shares of the Survivor and the certificates representing those shares will remain outstanding and will not be affected by the Merger.

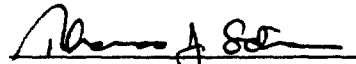
1.8. Effective Date. The effective date of the Merger (the "Effective Date") shall be 11:59:59 p.m. on Tuesday, December 31, 1996.


1.9. Termination; Amendment. Notwithstanding anything else to the contrary, this Agreement may be terminated and abandoned by the Board of Directors of either Survivor or Target at any time prior to the date of filing of any Articles of Merger or Certificate of Merger with the Secretary of State of Delaware. In the event of such termination, this Agreement shall become void and neither party shall have any obligations with respect hereto or to the transactions contemplated hereby. This Agreement may be amended by the respective Boards of Directors of Survivor and Target at any time prior to the date of filing of any Articles of Merger or Certificate of Merger with the Secretary of State of Delaware so long as the provisions of the DGCL have been complied with.

2. General. This Agreement shall be governed by the laws of the State of Delaware and may be executed in counterparts, each of which shall constitute an original.

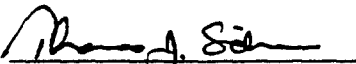
IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 15th day of November, 1996.

ONECOMM CORPORATION, N.A.


Thomas J. Sidman
Vice President


Thomas D. Hickey
Assistant Secretary

POWERFONE, INC.


Thomas J. Sidman
Vice President


Thomas D. Hickey
Assistant Secretary