

05-01-2002

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) M&G 4465.1US01 and 4465.2US02-kl

RE



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

102073705

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

1. Name of conveying party(ies): Means Internet, Inc. 4.18.02

2. Name and address of receiving party(ies): Onvoy, Inc. Third Floor 10405 Sixth Avenue North Plymouth, MN 55441

3. Nature of conveyance: Merger Change of Name Execution Date: July 12, 2000

Individual(s) citizenship Corporation-State of Minnesota Association Limited Partnership

4. Application number(s) or trademark number(s): A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s) MRNET - Reg. No. 2,032,012 MN ONLINE - Reg. No. 2,218,251

5. Name and address of party to whom correspondence concerning document should be mailed: Linda M. Byrne, Esq. MERCHANT & GOULD P.C. P.O. Box 2910 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 2 7. Total fee (37 CFR 3.41): \$65.00 Enclosed Authorized to be charged to deposit account 8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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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. Linda M. Byrne Signature Date April 10, 2002

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

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Mail documents to be recorded with required cover sheet information to

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05/01/2002 TDIAZ1 00000049 2032012 01 FC:481 40.00 OP 02 FC:482 25.00 OP

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**ARTICLES OF MERGER
OF
MINNESOTA EQUAL ACCESS FACILITIES CORPORATION
AND
MINNESOTA INDEPENDENT INTEREXCHANGE CORPORATION
AND
MRNET, INC.
AND
MEANS COMMUNICATIONS CORPORATION
INTO
ONVOY, INC.**

Pursuant to the provisions of Minnesota Statutes 302A.621, the following Articles of Merger are executed on the date hereinafter set forth:

FIRST: Attached hereto as Exhibit A is a copy of the Plan of Merger adopted, pursuant to the provisions of Minnesota Statute 302A.621, by resolution approved by the unanimous affirmative vote of the members of the Board of Directors of Onvoy, Inc., ("Onvoy"), a Minnesota corporation, to merge each of the following Minnesota corporations (the "Subsidiaries") into Onvoy:

- Minnesota Equal Access Facilities Corporation
- Minnesota Independent Interexchange Corporation
- MRNet, Inc.
- MEANS Communications Corporation


SECOND: Each of Minnesota Equal Access Facilities Corporation, Minnesota Independent Interexchange Corporation and MEANS Communications Corporation has 1,000 outstanding shares of capital stock, \$.01 par value per share. MRNET, Inc. has 1,000 outstanding shares of capital stock, \$1.00 par value per share. Onvoy owns all of the outstanding capital stock of each of the Subsidiaries.

THIRD: No copy of the Plan of Merger was required to be mailed to any shareholder of any of the Subsidiaries because each of the Subsidiaries are wholly-owned by Onvoy.

I swear that the foregoing is true and accurate and that I have the authority to sign these Articles of Merger on behalf of Onvoy.

Dated this 12th day of July, 2000

ONVOY, INC.

By 
Paul Hoff
Chairman

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EXHIBIT A

**PLAN OF MERGER
OF
MINNESOTA EQUAL ACCESS FACILITIES CORPORATION
AND
MINNESOTA INDEPENDENT INTEREXCHANGE CORPORATION
AND
MRNET, INC
AND
MEANS COMMUNICATIONS CORPORATION
INTO
ONVOY, INC.**

**Article 1.
Constituent and Surviving Corporations**

1.1) Constituent Corporations. The names of the constituent corporations are Onvoy, Inc., a Minnesota corporation, and the following Minnesota corporations (the "Subsidiaries") Minnesota Equal Access Facilities Corporation, Minnesota Independent Interexchange Corporation, MRNet, Inc., and MEANS Communications Corporation. Onvoy owns 100% of the outstanding stock of each of the Subsidiaries. Onvoy and the Subsidiaries together shall be referred to herein as the "Constituent Corporations."

1.2) Surviving Corporation. The Constituent Corporations shall be combined by the merger of the Subsidiaries into Onvoy pursuant to the provisions of Minnesota law. Onvoy shall be the surviving corporation ("Surviving Corporation").

**Article 2.
Merger and Effective Date**

2.1) Effective Date. The merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of Minnesota (the "Effective Date").

2.2) Outstanding Stock. Each of Minnesota Equal Access Facilities Corporation, Minnesota Independent Interexchange Corporation and MEANS Communications Corporation has 1,000 outstanding shares of capital stock, \$.01 par value per share. MRNet, Inc. has 1,000 shares of capital stock, \$1.00 par value per share. Onvoy owns all of the outstanding capital stock of each of the Subsidiaries.

2.3) Surrender and Cancellation of Stock. All of the shares of stock of the Subsidiaries shall be surrendered, canceled and retired, and shall cease to exist, without any conversion or exchange.

**Article 3.
Organization of the Surviving Corporation**

3.1) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date will continue to be in effect until duly amended or repealed.

3.2) Bylaws. The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date (the "Bylaws") will remain in effect until duly amended or repealed.

3.3) Board of Directors; Officers. The members of the Board of Directors and the officers of the Surviving Corporation serving immediately prior to the Effective Date will continue to be its Board of Directors and officers until their successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law and/or agreement.

**Article 4.
General Provisions**

4.1) At the Effective Date, the Surviving Corporation shall succeed to and possess all and singular, the rights, privileges, powers, franchises, assets, property, and immunities of all Constituent Corporations. At the Effective Date, all and every other interest of the Constituent Corporations shall be the property of the Surviving Corporation. The title to any real property or any interest therein vested by deed or otherwise in any Constituent Corporation shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities, and duties of either of the Constituent Corporations shall become those of the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

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STATE OF MINNESOTA
FILED

JUL 21 2000

Mary Hoffmeyer

Secretary of State

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Current Legal Structure

