

07-09-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings

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

1. Name of conveying party(ies):
 Mobile Communications Corporation of America

07/02/02

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

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

2. Name and address of receiving party(ies)
 Name: Arch Wireless Operating Company, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 1800 West Park Drive-Suite 250
 City: Westborough State: MA Zip: 01581

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: June 3, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75-490,869;
75-866,626; 75-866,628; 76-095,891;

B. Trademark Registration No.(s) 2,349,479;
2,313,873; 1,352,543; 1,994,711;

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Bryan Cave LLP
 Internal Address: Andrew E. Auerbach, Esq.

 Street Address: 245 Park Avenue

 City: New York State: NY Zip: 10167

6. Total number of applications and registrations involved: 60

7. Total fee (37 CFR 3.41).....\$ 1515.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-4467 to be charged in the event of a deficiency

DO NOT USE THIS SPACE

9. Signature.

Andrew E. Auerbach
Name of Person Signing

Andrew E. Auerbach
Signature

June 24, 2002
Date

Total number of pages including cover sheet, attachments, and document: 6

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

07/08/2002 ANNEX1 0000006 75490869

01 FC:481

40.00 DP

1475.00 DP

02 FC:482

TRADEMARK
REEL: 002537 FRAME: 0921

**RECORDATION FORM COVER SHEET (Cont.)
TRADEMARKS ONLY**

Continuation of Conveyance from **Mobile Communications Corporation of America**
(Conveying Party) to **Arch Wireless Operating Company, Inc.** (Receiving Party).

Continuation of Item 4.A. Trademark Application No. (s) - 75-844,940; 75-822,344;
75-822,223; 75-822,219; 75-822,218; 75-794,310; 75-844,941; 75-828,213; 78-025,585;
78-015,003; 78-021,672; 78-025,588; 78-014,812.

Continuation of Item 4.B. Trademark Registration No. (s) - 1,911,808; 1,495,312; 1,485,998;
1,948,790; 1,862,970; 1,658,729; 1,976,177; 2,024,504; 1,920,780; 2,192,551; 2,305,248;
1,912,366; 1,879,629; 1,900,117; 1,880,488; 2,154,348; 2,132,807; 2,027,187; 2,137,969;
2,137,968; 2,154,294; 1,887,493; 2,181,458; 2,137,967; 2,451,374; 1,920,242; 1,723,483;
2,170,249; 2,143,244; 2,438,793; 2,435,509; 1,245,604; 2,107,504; 1,864,960; 2,107,503;
1,777,420; 1,866,565; 2,181,459; 2,137,980.

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Delaware

PAGE 1

The First State

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 COURT ORDERED CERTIFICATE OF MERGER, WHICH MERGES:

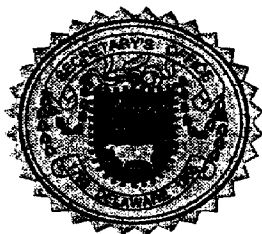
"AWI SPECTRUM CO. HOLDINGS, INC.", A DELAWARE CORPORATION,

"PAGENET SMR SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MOBILE COMMUNICATIONS CORPORATION OF AMERICA"

UNDER THE NAME OF "ARCH WIRELESS OPERATING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 2002, AT 9:45 O'CLOCK A.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

2962519 8100M

AUTHENTICATION: 1808356

020352643

DATE: 06-03-02
TRADEMARK

REEL: 002537 FRAME: 0923

CERTIFICATE OF MERGER

OF

**PageNet SMR Sub, Inc.
(a Delaware corporation)**

**AWI Spectrum Co. Holdings, Inc.
(a Delaware corporation)**

INTO

**Mobile Communications Corporation of America
(a Delaware corporation)**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:45 AM 06/03/2002
020352643 - 2962519

Mobile Communications Corporation of America, 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 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>
PageNet SMR Sub, Inc.	Delaware
AWI Spectrum Co. Holdings, Inc.	Delaware
Mobile Communications Corporation of America	Delaware

SECOND: That provision for the merger of the constituent corporations is contained in an order dated May 14, 2002 of the United States Bankruptcy Court for the District of Massachusetts, Western Division, in In re Arch Wireless, Inc., et al., Case No. 01-47330-HJB, confirming the First Amended Joint Plan of Reorganization, as modified, of Arch Wireless, Inc. and its domestic subsidiaries, including the constituent corporations of the merger.

THIRD: That an Agreement and Plan 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 and 303 of the General Corporation Law of the State of Delaware.

FOURTH: That the name of the surviving corporation of the merger is Mobile Communications Corporation of America, which name shall herewith be changed to Arch Wireless Operating Company, Inc.

FIFTH: That the Restated Certificate of Incorporation of Mobile Communications Corporation of America, a Delaware corporation which will survive the merger, shall be the

Restated Certificate of Incorporation of the surviving corporation, except that Article First thereof shall be amended and restated to read in its entirety as follows:

FIRST: The name of the Corporation is:

Arch Wireless Operating Company, Inc.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

EIGHTH: That this Certificate of Merger shall be effective at 9:45 A.M. Delaware time on June 3, 2002.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Mobile Communications Corporation of America has caused this Certificate to be executed by its Vice President and attested by its Secretary this 3rd day of June, 2002.

**MOBILE COMMUNICATIONS
CORPORATION OF AMERICA**

By: /s/ GERALD J. CIMMINO
Name: Gerald J. Cimmino
Title: Vice President and Treasurer

Dated: June 3, 2002

ATTEST:

/s/ PATRICIA A. GRAY
Patricia A. Gray
Secretary