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06-24-2002

U.S. Patent & TMO's/TM Mail Rpt Dt. #26



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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

DTI Networks, Inc.

6/24/02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/21/2001

2. Name and address of receiving party(ies)

Name: CopperCom, Inc.

Internal

Address: _____

Street Address: 3600 FAU Blvd.

City: Boca Raton State: FL Zip: 33431

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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) 75/935,860
75/936,172

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: David J. Powsner

Internal Address: Nutter McClennen & Fish LLP

Street Address: One International Place

City: Boston State: MA Zip: 02110-2699

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

141449

DO NOT USE THIS SPACE

9. Signature.

David J. Powsner
Name of Person Signing

Signature

6/21/02
Date

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

4

Certificate of Mailing

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail with postage prepaid and addressed to the United States Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 on the date indicated below.

6/21/02
Date

David J. Powsner

A0574786



SECRETARY OF STATE

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

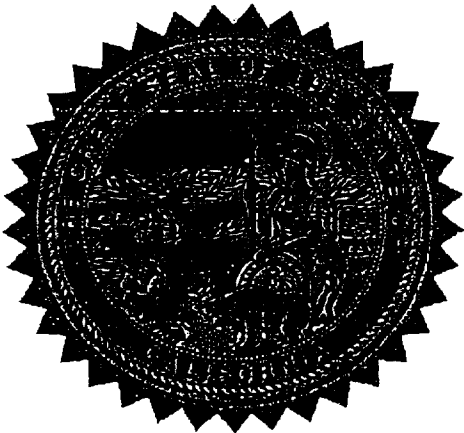
That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

JAN 0 4 2002

Bill Jones

Secretary of State



**CERTIFICATE OF OWNERSHIP
MERGING
DTI NETWORKS, INC.
INTO
COPPERCOM, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 31 2001

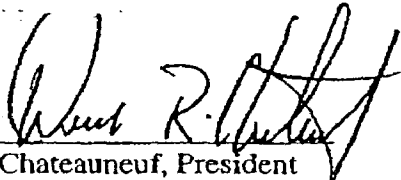
BILL JONES, Secretary of State

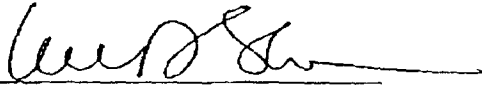
We, Dennis Chateauf, the President, and William D. Sherman, the Secretary, of CopperCom, Inc. (the "Corporation"), do hereby certify:

1. That they are the President and Secretary of the Corporation.
2. That the Corporation is duly organized and existing under the laws of the State of California.
3. That the Corporation owns 100 percent of the outstanding shares of DTI Networks, Inc., a corporation duly organized and existing under the laws of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
4. That the following resolution was duly adopted and approved by the Board of Directors of the Corporation:

RESOLVED, that the Corporation merge, and does hereby merge into itself DTI Networks, Inc., its subsidiary, and assumes all of its liabilities and obligations pursuant to Section 1110 of the California Corporations Code.
5. This certificate shall become effective on December 31, 2001.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing certificate are true of his own knowledge. Executed as of the 10th day of December 21, 2001.

By: 
Dennis Chateauf, President

By: 
William D. Sherman, Secretary



The undersigned hereby certifies that the attached is a true copy of the original document reflected hereby.

6/21/02
Date



David J. Powsner

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 OWNERSHIP, WHICH MERGES:

"DTI NETWORKS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "COPPERCOM, INC." UNDER THE NAME OF
"COPPERCOM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF DECEMBER, A.D. 2001, AT 6 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

3467219 8100M

010633404

AUTHENTICATION: 1498335

DATE: 12-12-01

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**CERTIFICATE OF OWNERSHIP
AND MERGER
MERCING
DTI NETWORKS, INC.
INTO
COPPERCOM, INC.**

CopperCom, Inc., a California corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated and duly organized pursuant to the Corporations Code of the State of California, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of DTI Networks, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board as of the 7th day of December, 2001, determined to merge into itself DTI Networks, Inc. pursuant to Section 1110 of the Corporations Code of the State of California, effective December 31, 2001:

RESOLVED, that the Corporation merge and does hereby merge into itself DTI Networks, Inc., its subsidiary, and assumes all of its liabilities and obligations pursuant to Section 1110 of the California Corporations Code;

RESOLVED FURTHER, that the merger shall become effective on December 31, 2001; and

RESOLVED FURTHER, that the President of the Corporation be and he is authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said DTI Networks, Inc. into the Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the office of the Secretary of State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, as may be necessary and proper to effect the merger.

FOURTH: That the Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of DTI Networks, Inc., as well as for enforcement of any obligation of the surviving corporation arising from the merger, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 3600 FAU Boulevard, Boca Raton, FL 33431, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware

duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the Corporation, CopperCom, Inc., at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, CopperCom, Inc. has caused this certificate to be signed by Dennis Chateauf, its President, as of this 10th day of December, 2001.

COPPERCOM, INC.

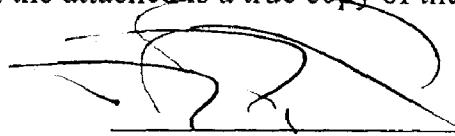
BY: /s/ Dennis Chateauf
Dennis Chateauf, President

pa-646455 v2

TRADEMARK
REEL: 002539 FRAME: 0737

The undersigned hereby certifies that the attached is a true copy of the original document reflected hereby.

June 17, 2002
Date



David J. Powsner