

FORM PTO-1594

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

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies):
GTE Airfone Incorporated

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 14, 2001

2. Name and address of receiving party(ies):
Name: Verizon Airfone Inc.

Internal Address:
Street Address: 2809 Butterfield Drive

City: Oak Brook State: Illinois ZIP: 60522-9000

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
(Designation 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)

Additional numbers attached? Yes No

B. Trademark registration No.(s)
1,861,311 2,089,648 2,362,711

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Janis M. Manning
Internal Address: c/o Christian R. Andersen
Verizon Corporate Services Group Inc.
Mailcode HQE03H01

Street Address: 600 Hidden Ridge Drive
Mail Code HQE0H01
City: Irving State: TX ZIP: 75038

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-2351
(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.

Janis M. Manning
Name of Person Signing

Janis M. Manning
Signature

12/5/02
Date

Total number of pages comprising cover sheet:

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Mail documents to be recorded with required cover sheet information to:
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Box Assignments
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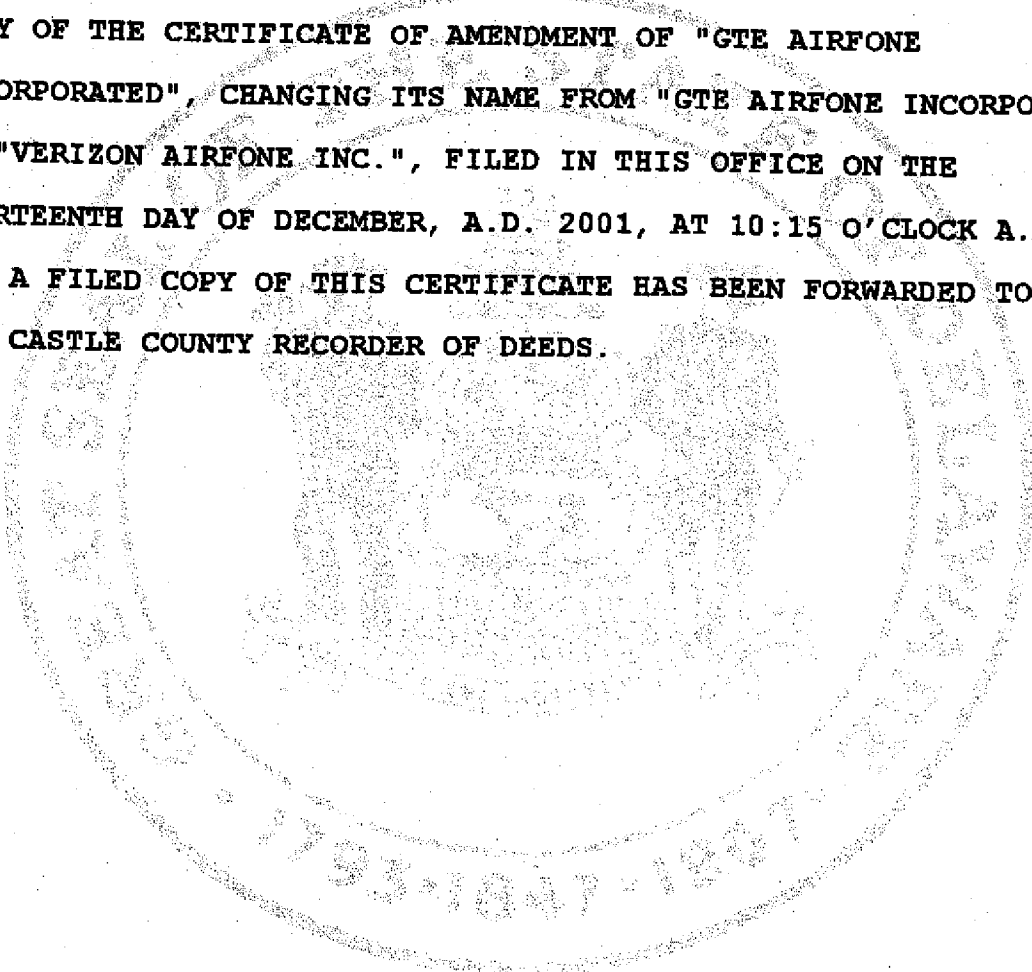
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

(BDSM 47)
(6/92)

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 AMENDMENT OF "GTE AIRFONE INCORPORATED", CHANGING ITS NAME FROM "GTE AIRFONE INCORPORATED" TO "VERIZON AIRFONE INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2001, AT 10:15 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

0919810 8100

AUTHENTICATION: 1505911

010642539

DATE: 12/10/02
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VERIZON LEGAL

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**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
GTE AIRFONE INCORPORATED**

GTE AIRFONE INCORPORATED, 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 Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Board of Directors does hereby propose that Article I of the Restated Certificate of Incorporation of the Company be amended, such that said Article I shall read in its entirety as follows:

"ARTICLE I

The name of the corporation is Verizon Airfone Inc."

and that it be submitted to the stockholder for consideration.

SECOND: That in lieu of a meeting and vote of the sole stockholder, the stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said GTE AIRFONE INCORPORATED has caused this certificate to be signed by Marianne Drost, its Secretary, this 4th day of December, 2001.

GTE AIRFONE INCORPORATED

By Marianne Drost
Marianne Drost, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:15 AM 12/14/2001
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TOTAL P.04

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