

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 documents or copy thereof.

1. Name of conveying party(ies):
Bell Atlantic Corporation

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

Other:

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other:

Execution Date: September 21, 2000

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

Name: Verizon Communications Inc.

Internal Address:

Street Address: 1095 Avenue of the Americas

City: New York State: New York ZIP: 10036

- 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)

B. Trademark registration No.(s)

1,327,742 and 1,327,739

Additional numbers attached? Yes No

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: 2

7. Total fee (37 CFR 3.41): \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

07-2351

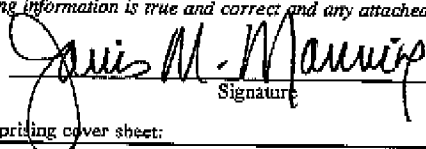
(Attach duplicate copy of this page if paying by deposit account)

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



Signature

12-17-02
Date

Total number of pages comprising cover sheet:

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments

State of Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"VERIZON COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BELL ATLANTIC CORPORATION" UNDER THE NAME OF "VERIZON COMMUNICATIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2000, AT 7 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0690762

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DATE: REEL: 92586- FRAME: 0643

SEP 27 2000 14:21 FR BELL ATL. CORP. GOV. 212 302 8320 TO 19727183946
SEP 21 2000 15:48 FR BELL ATL. CORP. GOV. 212 302 8320 TO 13026555043

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F.02/04

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

**VERIZON COMMUNICATIONS, INC.
(a Delaware corporation)**

INTO

**BELL ATLANTIC CORPORATION
(a Delaware corporation)**

Bell Atlantic Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 7th day of October, 1983, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Verizon Communications, Inc., a corporation incorporated on the 7th day of December, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors duly adopted at a meeting held on August 3, 2000, determined to merge with and into itself said Verizon Communications, Inc.:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL"), the Corporation is hereby authorized and directed to merge with and into itself Verizon Communications, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation (the "Subsidiary"), and assume all the obligations of the Subsidiary;

RESOLVED, that, in connection with and upon the effectiveness of the aforementioned merger, the Corporation is hereby authorized to change its corporate name by amending Article 1 of the Restated Certificate of Incorporation of the Corporation to read as follows:

1. Corporate Name. The name of the corporation is Verizon Communications Inc. (the "Corporation").

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RESOLVED, that the aforementioned merger shall become effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware:

RESOLVED, that the proper officer of the Corporation is hereby authorized and directed to prepare and execute, in the name and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiary with and into the Corporation and for the Corporation to assume all of the liabilities and obligations of the Subsidiary, and the date of the adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware;

RESOLVED, that, subsequent to the aforementioned filing of the Certificate of Ownership and Merger, pursuant to Section 245 of the DGCL, the proper officer of the Corporation is hereby authorized, in the name of and on behalf of the Corporation, to prepare, execute and cause to be filed with the Secretary of State of the State of Delaware a Restated Certificate of Incorporation of the Corporation restating and integrating the Certificate of Incorporation as theretofore amended; and

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized to take or cause to be taken any and all actions as are necessary or appropriate to effectuate the provisions of each of the foregoing resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Bell Atlantic Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Bell Atlantic Corporation has caused this Certificate to be signed by Marianne Drost, its Senior Vice President, Deputy General Counsel and Corporate Secretary, this 21st day of September, 2000.

BELL ATLANTIC COPORATION

By Marianne Drost

Marianne Drost
Senior Vice President, Deputy General
Counsel and Corporate Secretary