

Form PTO-1594
(Rev. 03/01)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
Digital Seas International, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Alabama
 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 27, 2001

2. Name and address of receiving party(ies)

Name: Maritime Telecommunications Network, Inc.
Internal
Address: 3044 North Commerce Parkway
Street
Address:
City: Miramar State FL Zip 33025

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Colorado
 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)
B. Trademark Registration No.(s)
2531206, 2434794, 2495512

Additional number(s) attached Yes No

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:
20-1507

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

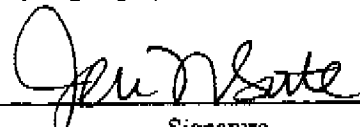
5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeri N. Sute
Internal Address: Troutman Sanders LLP

Street Address: 600 Peachtree Street, NE
Suite 5200
City: Atlanta State GA Zip: 30308

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.

Jeri N. Sute  2/7/03
Name of Person Signing Signature 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

FILED
DEC 28 2001
TIME

EFFECTIVE
DEC 31 2001
TIME 11:59 am

ARTICLES OF MERGER
 OF
 DIGITAL SEAS INTERNATIONAL, INC.
 (an Alabama corporation)

AND

MARITIME TELECOMMUNICATIONS NETWORK, INC.
 (a Colorado corporation)

To the Secretary of State
 State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Digital Seas International, Inc. ("Digital") with and into Maritime Telecommunications Network, Inc. ("Maritime") as approved by resolution adopted by the Board of Directors of Digital on December 27, 2001 and by resolution adopted by the Board of Directors of Maritime on December 27, 2001.

2. In respect of Digital, the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger herein provided for, are as follows:

- (a) Designation of voting group: Common Stock
- (b) Number of outstanding shares of voting group: 135,400
- (c) Number of votes of voting group entitled to be cast by each voting group entitled to vote separately on the Plan of Merger: 135,400.

3. In respect of Digital, the total number of undisputed votes cast for the Plan of Merger herein provided for by each voting group entitled to vote separately on the said merger is as follows: 135,400

- (a) Designation of voting group: Common Stock
- (b) Number of undisputed votes of voting group cast for the Plan of Merger: 135,400.

4. The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said voting group.

5. The merger of Digital with and into Maritime is permitted by the laws of the jurisdiction of organization of Maritime and has been authorized in compliance with said laws.

6. The county in the State of Alabama in which the articles of incorporation of Digital are filed is the County of Montgomery.

7. The effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 pm on December 31, 2001.

Executed on December 27, 2001.

DIGITAL SEAS INTERNATIONAL, INC.

By: 

Name: Justin D. Benincasa

Capacity: Vice President

MARITIME TELECOMMUNICATIONS
NETWORK, INC.

By: 

Name: Justin D. Benincasa

Capacity: Vice President

PLAN OF MERGER adopted by Digital Seas International, Inc. ("Digital"), a business corporation organized under the laws of the State of Alabama, by resolution of its Board of Directors on December 27, 2001, and adopted by Maritime Telecommunications Network, Inc. ("Maritime"), a business corporation organized under the laws of the State of Colorado, by resolution of its Board of Directors on December 27, 2001. The names of the corporations planning to merge are Digital, a business corporation organized under the laws of the State of Alabama, and Maritime, a business corporation organized under the laws of the State of Colorado. The name of the surviving corporation into which Digital plans to merge is Maritime.

1. Digital shall, pursuant to the provisions of the Colorado Business Corporation Act and the Alabama Business Corporation Act, be merged with and into Maritime, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Colorado. The separate existence of Digital, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the laws of the State of Alabama.

2. The present Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Colorado.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Colorado.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately before the effective time and date of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Alabama Business Corporation Act and the Colorado Business Corporation Act, respectively.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Alabama Business Corporation Act and the Colorado Business Corporation Act, respectively, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Alabama and the laws of the State of Colorado and that they will cause to be performed all necessary acts here and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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