

02-07-2003



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

RECORDED TR

DEPARTMENT OF COMMERCE J.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): 2-4-03 PN Acquisition Corp. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Delaware [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Cogent Communications, Inc. Internal Address: Street Address: 1015 31st Street N.W. City: Washington State: DC Zip: 20007 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] 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 [x] No

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 12/20/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/051018; 76/133983 B. Trademark Registration No.(s) 1,647,679; 1,958,786; 2,065,963; 2,145,655; Additional number(s) attached [x] Yes [ ] No

6. Total number of applications and registrations involved: 12

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Matthew A. Pater Internal Address: Swidler Berlin Shereff Friedman, LLP Street Address: 3000 K Street, N.W. Suite 300 City: Washington State: DC Zip: 20007-5111

7. Total fee (37 CFR 3.41).....\$ 315.00 [ ] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 19-5127 (15758.0001)

DO NOT USE THIS SPACE

9. Signature. Matthew A. Pater Name of Person Signing [Signature] Signature 2/4/03 Date

02/06/2003 LUJELLER 00000171 195127 76051018 Total number of pages including cover sheet, attachments, and document: 4

01 FC:6521 40.00 CH 02 FC:6522 275.00 CH

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

TRADEMARK REEL: 002666 FRAME: 0277

**4.B. Trademark Registration No.(s) – Continued**

2,163,013;  
2,178,936;  
2,241,733;  
2,251,996;  
2,285,234;  
2,478,531

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**PN ACQUISITION CORP.**

(a Delaware corporation)

into

**COGENT COMMUNICATIONS, INC.**

(a Delaware corporation)

It is hereby certified that:

1. COGENT COMMUNICATIONS, INC. (hereinafter referred to as the "Corporation") is incorporated under the General Corporation Law of the State of Delaware (the "DGCL").
2. The Corporation is the owner of all of the outstanding shares of stock of PN ACQUISITION CORP., which is incorporated under the General Corporation Law of the State of Delaware.
3. The Corporation hereby merges PN ACQUISITION CORP. into the Corporation pursuant to Section 253 of the DGCL.
4. The following is a copy of the resolutions adopted on November 15, 2002 by the board of directors of the Corporation to merge the said PN ACQUISITION CORP. into the Corporation:

"RESOLVED, that PN ACQUISITION CORP., a Delaware corporation and wholly owned subsidiary of Cogent Communications, Inc., be merged with and into Cogent Communications, Inc., and that all of the estate, property, rights, privileges, powers, and franchises of PN ACQUISITION CORP. be vested in and held and enjoyed by Cogent Communications, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by PN ACQUISITION CORP. in its name;

RESOLVED, that Cogent Communications, Inc. assumes all of the obligations of PN ACQUISITION CORP.;

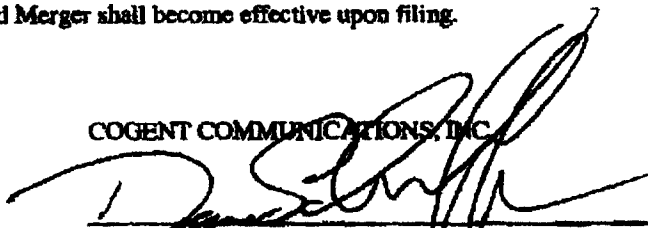
RESOLVED, that Cogent Communications, Inc. shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and will cause to be performed all necessary acts within the State of Delaware and in any other appropriate jurisdiction; and

RESOLVED, that the Certificate of Ownership and Merger setting forth a copy of these resolutions shall become effective upon filing with the Secretary of State of the State of Delaware."

5. This Certificate of Ownership and Merger shall become effective upon filing.

Executed on December 19, 2002.

COGENT COMMUNICATIONS, INC.



David Schaeffer, President, Chief Executive Officer  
and Chairman of the Board

# Delaware

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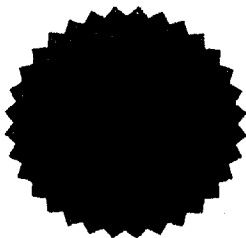
*The First State*

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PN ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "COGENT COMMUNICATIONS, INC." UNDER THE NAME OF "COGENT COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 4:30 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

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AUTHENTICATION: 2165589

020791066

DATE: 12-22-02

TRADEMARK

RECORDED: 02/04/2003

REEL: 002666 FRAME: 0280