

03-14-2003



102390477

COVER SHEET
ONLY

PROCEEDING DOCKET NO. ICOM-0000

To the Assistant Commissioner of Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Intecom, Inc.

2.26.03

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

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

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

Name: EADS TELECOM North America, Inc.

Internal Address:
Street Address: 5057 Keller Springs Road
City: Addison State: Texas Zip: 75001

- Individual(s) citizenship _____
- Association
- General Partnership
- Limited Partnership
- Corporation-State of 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

3. Nature of conveyance:

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

Execution Date: 12/20/2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/168,051

Additional numbers attached? Yes No

B. Trademark registration No.(s) 1791357; 1751125; 1849100; 1834501; 2012468; 2188034; 2263577; 2296552; 2309799; 2427952; 2497547; 2583597; 2589714; 2640567; 2531817; and 2531816.

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

Glenn W. Boisbrun
Hitt Gaines & Boisbrun, P.C.
P.O. Box 832570
Richardson, Texas 75083

03/13/2003 DBYRNE 00000165 76168051

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$440.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number: 8-2395

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

01 FC:8521
02 FC:8522

40.00 DP
400.00 DP

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.

Glenn W. Boisbrun
Name of Person Signing

Signature

Date

2/24/03

Total number of pages including cover sheet, attachments, and document: 6

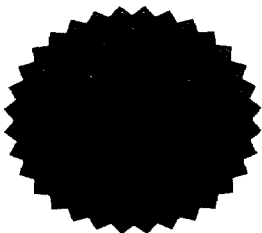
DD

Delaware

PAGE 1

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 AMENDMENT OF "INTECOM INC.", CHANGING ITS NAME FROM "INTECOM INC." TO "EADS TELECOM NORTH AMERICA INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2003, AT 3 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2251821

2505651 8100

030086627

DATE: 02-10-03

TRADEMARK
REEL: 002691 FRAME: 0257

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INTECOM INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

I, a natural person of the age of eighteen (18) years or more, as Secretary of INTECOM INC. (the "Corporation"), do hereby certify the following in accordance with Sections 242(b)(1) and Section 242(b)(2) of the Delaware General Corporate Law:

1. AMENDMENT TO NAME.

The Certificate of Incorporation of the Corporation is hereby amended by changing the article numbered "FIRST" so that, as amended, the article will read as follows:

"FIRST: The name of the Corporation is EADS TELECOM North America Inc."

2. AMENDMENT OF AUTHORIZED SHARES.

The Certificate of Incorporation of the Corporation is hereby also amended by changing the article numbered "FOURTH" so that, as amended, the article will read as follows:

"FOURTH: The total number of shares of stock which this corporation is authorized to issue is as follows:

2,000,000 shares of Common Stock, par value of \$0.01 per share; and
1,562,500 shares of Class A Preferred Stock, par value of \$0.001 per share.

The Class A Preferred Stock of the Corporation shall have the following powers, preferences, and rights and qualifications, limitations, and restrictions:

Dividend Rights. The shares of Class A Preferred Stock shall bear no dividend

Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, voluntarily or involuntarily, the holders of each share of Class A Preferred Stock, prior to any distribution to the holders of Common Stock shall be entitled to receive a preferential amount equal to \$0.001 per share of Class A Preferred Stock held by them (the "Class A Preferred Stock Liquidation Preference"). The assets of the Corporation, if any, remaining after payment or setting apart for payment of the Class A Preferred Stock Liquidation Preference shall be distributed among the holders of the Common Stock.

Redemption Rights. The Corporation may call and redeem one share of Class A Preferred Stock for each Exchangeable Share of Intecom Canada Inc. that is exchanged by the holder thereof for a share of Common Stock, par value \$.01 per share, of the Corporation or that is otherwise called for exchange by the Corporation, Intecom Canada Inc., or Intecom Holdings ULC.

Voting Rights of Class A Preferred Stock. No share of Class A Preferred Stock shall have the right to vote on any matters except as hereinafter provided.

(A) Each share of Class A Preferred Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the shareholders of the Corporation.

(B) Except as otherwise provided by law, the holders of shares of Class A Preferred Stock and the holders of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

3. AUTHORIZATION OF AMENDMENT CERTIFICATE OF INCORPORATION.

This Certificate of Amendment was duly authorized by the unanimous written consent of the Corporation's Board of Directors and by its Shareholders in accordance with Section 242 of the DGCL.

The undersigned Secretary of the Corporation hereby acknowledges that, to the best of his knowledge, the matters and facts set forth in the foregoing are true in all material respects under the penalties of perjury as of December 20, 2002.

INTECOM INC.



George A. O'Brien,
Secretary