

04-28-2003



102432818

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

Tab settings

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

1. Name of conveying party(ies):
Teleglob Business Solutions, Inc.
8750 N. Central Expwy., Suite 2000
Dallas, Texas 75231

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

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

3. Nature of conveyance:

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

Execution Date: December 19, 2000

2. Name and address of receiving party(ies)

Name: eMeritus Communications, Inc.

Internal Address:

Street Address: 1600 Viceroy Drive

City: Dallas State: TX Zip: 75235

- 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 (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) 78/035,613 and 78/035,615

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Roger P. Furey

Internal Address: KATTEN MUCHEN ZAVIS ROSENMAN

Street Address: 1025 Thomas Jefferson Street, N.W.

City: Washington State: DC Zip: 20007-5201

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:

50-1877

DO NOT USE THIS SPACE

9. Signature.

Sylvia D. Davis
Name of Person Signing

Signature

April 23, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

04/25/2003 LMUELLER 00000216 501877 78035613 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 40.00 CH
02 FC:8522 25.00 CH

TRADEMARK REEL: 002719 FRAME: 0274

State of Delaware

PAGE 1

Office of the Secretary of 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 "TELEGLOBE BUSINESS SOLUTIONS INC.", CHANGING ITS NAME FROM "TELEGLOBE BUSINESS SOLUTIONS INC." TO "EMERITUS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 4:15 O'CLOCK P.M.



2696784 8100

010054934

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0952023

DATE: 02-02-01

TRADEMARK

REEL: 002719 FRAME: 0275

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

TeleGlobe Business Solutions Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of TeleGlobe Business Solutions Inc. resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

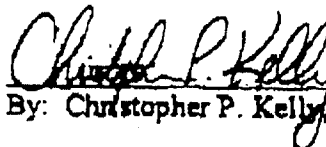
RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing Article 1. thereof so that, as amended said Article shall be and read as follows:

- 1. The name of the corporation is: eMeritus Communications, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TeleGlobe Business Solutions Inc. has caused this certificate to be signed by Christopher P. Kelly, its Vice President, this 18th day of December, 2000.


By: Christopher P. Kelly, Vice President

DEB11 - CT System Online

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:15 PM 12/19/2000
001637862 - 2696784

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TELEGLOBE BUSINESS SOLUTIONS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "EMERITUS COMMUNICATIONS, INC.", THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 4:15 O'CLOCK P.M.



2696784 8320

001637862

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0867710

DATE: 12-20-00

TRADEMARK
REEL: 002719 FRAME: 0277

CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND
REGISTERED OFFICE

eMeritus Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

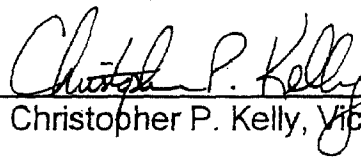
The present registered agent of the corporation is Corporation Service Company and the present registered office of the corporation is in the county of New Castle.

The Board of Directors of eMeritus Communications, Inc. adopted the following resolution on the 8th day of December, 2000.

Resolved, that the registered office of eMeritus Communications, Inc. in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, eMeritus Communications, Inc. has caused this statement to be signed by Christopher P. Kelly, its Vice President, this 13th day of February, 2001.

eMeritus Communications, Inc.



Christopher P. Kelly, Vice President