

Form PTO-1594
(Rev. 10-02)

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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):

EXCL Communications, Inc.

- Individuals
- General Partnership
- Corporation- Illinois
- Other
- Association
- Limited Partnership

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

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

Name: EXCL Holdings, Inc.

Internal Address: _____

Street Address: 2905 South King Road

City: San Jose State: CA Zip: 95122-1518

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

3. Nature of conveyance:

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

Execution Date: September 1, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,070,252

Additional numbers attached? Yes No

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

Name: Thomas P. Arden

Internal Address: _____

Street Address: Holland & Knight LLC

131 S. Dearborn St. 30th Floor

City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0045

DO NOT USE THIS SPACE

9. Signature.

Thomas P. Arden
Name of Person Signing


Signature

September 22, 2003
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 Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002720 FRAME: 0228

CHI \$40.00 130045 2070252

Form **BCA-11.25**

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

(Rev. Jan. 1999)

File # 5690-497-2

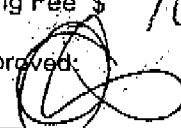
Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 10/18/02

Filing Fee \$ 100.00

Approved: 

FILED

OCT 18 2002

JESSE WHITE
SECRETARY OF STATE

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
exchange shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>EXCL Communications, Inc.</u>	<u>Illinois</u>	<u>5433-451-6</u>
<u>EXCL Holdings, Inc.</u>	<u>Illinois</u>	<u>5690-497-2</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: EXCL Holdings, Inc.
acquiring

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
exchange

SEE ATTACHED PLAN OF MERGER

5. ^{merger} Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
EXCL Communications, Inc.	1,450,000 Class A Common	1,450,000 Class A Common
	2,150,000 Preferred I	2,150,000 Preferred I
	510,931 Preferred II	510,931 Preferred II

b. (Not applicable to 100% owned subsidiaries)
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated October 1 _____, 2002
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Michael G. Rowles, Assistant Secretary
(Type or Print Name and Title)

EXCL Holdings, Inc.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Jeanette Tully, Executive Vice President
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

EXHIBIT TO ILLINOIS FORM BCA-11.25

PLAN OF MERGER

This Plan of Merger is entered into between EXCL Holdings, Inc., an Illinois corporation (herein "Surviving Corporation"), and its wholly-owned subsidiary, EXCL Communications, Inc., an Illinois corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Surviving Corporation shall assume all of Merging Corporation's liabilities and obligations.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger effective as of September 1, 2002.

"SURVIVING CORPORATION"

EXCL HOLDINGS, INC.

By: _____
Jeanette Tully
Its: Executive Vice President

By: _____
Michael G. Rowles
Its: Assistant Secretary

[signatures continued on next page]

"MERGING CORPORATION"

EXCL COMMUNICATIONS, INC.

By: _____
Jeanette Tully
Its: Executive Vice President

By: _____
Michael G. Rowles
Its: Assistant Secretary

OPTIONAL
STATE NO VOUCHER

SEP 22 2003

RECEIVED

EXCL