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FINANCE SECTION

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



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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): Net Net, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State (WI) [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Net Lec, LLC Internal Address: Street Address: 450 Security Blvd. City: Green Bay State: WI Zip: 54313 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other WI Limited liability company 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 [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: June 23, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2151926, 2151925, 2160044 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Tori Lynne Kluess Internal Address: Street Address: 231 S. Adams Street City: Green Bay State: WI Zip: 54301

7. Total fee (37 CFR 3.41) \$ 90.00 [x] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

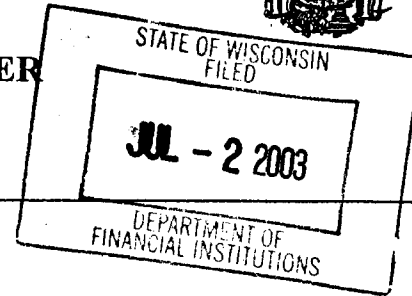
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Tori Lynne Kluess Name of Person Signing Signature Date 7-21-03 Total number of pages including cover sheet, attachments, and document: 8

08/22/2003 ECDOPER 00000135 2151926 01 FC:0521 40.00 OP 02 FC:0522 50.00 OP

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



ARTICLES OF MERGER



1. Non-Surviving Parties to the Merger:

Company Name:
 NET NET, INC.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:
 NET CABLE, INCORPORATED

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page. **SEE ATTACHED SCHEDULE.**

2. Surviving Business Entity:

Company Name:
 NET LEC, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R02/10/03) Use of this form is voluntary.

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving business entity of this merger is a domestic or foreign **nonstock** corporation. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103 (2) (c).

- The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.
- The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

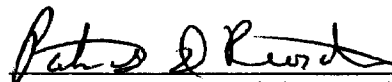
(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 07/01/03 (date) at 12:01AM (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 06/23/03 (date) by the surviving business entity on behalf of all parties to the merger.



 (Signature)

Mark (X) below the title of the person executing the document.

By: Patrick D. Riordan, President of Northeast Communications of Wisconsin, Inc., as the Sole Member of NET LEC, LLC

 (Printed Name)

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

For a **corporation**

Title: President OR Secretary
 or other officer title _____

This document was drafted by: ATTY. BRICK N. MURPHY

 (Name the individual who drafted the document)

ARTICLES OF MERGER

BRICK N. MURPHY
LIEBMANN CONWAY LAW FIRM
231 SOUTH ADAMS STREET
GREEN BAY, WI 54301

Your return address and phone number during the day: (920) 437-0476

INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

- 1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
- 2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
- 3. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
- 4.. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
- 5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

SCHEDULE OF ADDITIONAL NON-SURVIVING PARTIES

**(Merger of NET NET, INC., NET CABLE, INCORPORATED, &
NORTHEAST TELEPHONE LONG DISTANCE, INC. into
NET LEC, LLC)**

1. Additional Non-Surviving Parties to the Merger:

Company Name: NORTHEAST TELEPHONE LONG DISTANCE, INC.

Entity Type: Business Corporation (Ch. 180, Wis. Stats.)

Organized under the laws of: Wisconsin

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

PLAN OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: NET NET, INC.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name: NET CABLE, INCORPORATED
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page. **SEE ATTACHED SCHEDULE.**

2. Surviving Business Entity:

Company Name: NET LEC, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

PLAN OF MERGER (T E M P L A T E, Cont'd)

3. The manner and basis of converting the interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the surviving business entity or any other business entity or into cash or other property in whole or in part.

Northeast Communications of Wisconsin, Inc. is the sole shareholder of each of the non-surviving entities and is also the sole member of the surviving entity. Accordingly, the shares of the non-surviving entities shall be terminated at the effective time of the merger.

4. The terms and conditions of the merger.

The Articles and Operating Agreement of the surviving entity shall survive this merger until further amendment. The corporate identity, existence, powers, purposes, franchises, rights and immunities of the non-survivors shall be transferred to the survivor. All property and liabilities of the non-survivors shall be transferred to the survivor without further act or deed. The separate existence of the entities shall cease, whereupon the non-survivors and survivor shall merge and become one entity.

5. Other provisions the parties to the merger may elect to include relating to the merger.

None.

6. The articles of incorporation or other similar governing document of the surviving domestic business entity is amended as follows:

None.

SCHEDULE OF ADDITIONAL NON-SURVIVING PARTIES

**(Merger of NET NET, INC., NET CABLE, INCORPORATED, &
NORTHEAST TELEPHONE LONG DISTANCE, INC. into
NET LEC, LLC)**

1. Additional Non-Surviving Parties to the Merger:

Company Name: NORTHEAST TELEPHONE LONG DISTANCE, INC.

Entity Type: Business Corporation (Ch. 180, Wis. Stats.)

Organized under the laws of: Wisconsin

