

Form PTO-1594 (Rev. 03/01) OMB No. 0661-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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.


<p>1. Name of conveying party(ies): <u>Centennial Cellular Corporation</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Centennial Communications Corp.</u></p> <p>Internal Address: Street Address: <u>3349 Route 138, Bldg. A</u></p> <p>City: <u>Wall</u> State: <u>New Jersey</u> Zip: <u>07719</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>February 29, 2000</u></p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s):</p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s):</p> <table style="width: 100%; border: none;"> <tr> <td style="border: none;"><u>2,307,689</u></td> <td style="border: none;"><u>2,451,157</u></td> <td style="border: none;"><u>2,410,575</u></td> </tr> <tr> <td style="border: none;"><u>2,220,773</u></td> <td style="border: none;"><u>2,442,973</u></td> <td style="border: none;"></td> </tr> </table> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<u>2,307,689</u>	<u>2,451,157</u>	<u>2,410,575</u>	<u>2,220,773</u>	<u>2,442,973</u>	
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<u>2,220,773</u>	<u>2,442,973</u>						

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>600 South Avenue West</u></p> <p>City: <u>Westfield</u> State: <u>NJ</u> Zip: <u>07090</u></p>	<p>6. Total Number of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>140.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>8. Deposit account number: <u>12-1095</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Bruce H. Sales  March 24, 2004
Name of Person Signing Signature Date

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

CH \$140.00 121095 2307668

MAR. 18. 2004 2:44PM

CENTENNIAL COMM

NO. 8144 P. 2

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CENTENNIAL CELLULAR CORP.", CHANGING ITS NAME FROM "CENTENNIAL CELLULAR CORP." TO "CENTENNIAL COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2153084 8100

001096858

AUTHENTICATION: 0286074

DATE: 02-29-00

TRADEMARK

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/28/2000
001096858 - 2153084

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CENTENNIAL CELLULAR CORP.**

Under Section 242 of the General Corporation Law of the State of Delaware ("DGCL").

Centennial Cellular Corp., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

FIRST: that the following resolution was duly adopted at a general meeting of the Board of Directors of the Corporation, setting forth a proposed amendment to the Corporation's Certificate of Incorporation. The resolution is as follows:

"RESOLVED, that there is hereby adopted an amendment to the Corporation's Certificate of Incorporation pursuant to which the name of the Corporation shall be changed from "Centennial Cellular Corp." to "Centennial Communications Corp."; and, in connection with such change, Article FIRST of the Amended and Restated Certificate of Incorporation of the Corporation, as amended, shall be amended to read in its entirety as follows:

'FIRST: The name of the Corporation is:

Centennial Communications Corp.'

SECOND: that the Amendment of the Amended and Restated Certificate of Incorporation effected by this Certificate was duly authorized by the stockholders of the Corporation, after first having been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Sections 228 and 242 of the DGCL.

THIRD: that the Amendment of the Amended and Restated Certificate of Incorporation effected by this Certificate be deemed effective as of 6:00 AM (NY City time) on February 29, 2000.

IN WITNESS WHEREOF, Centennial Cellular Corp. has caused this Certificate to be signed by Tony L. Wolk, its Vice President, General Counsel, who hereby acknowledges under penalties of perjury that the facts stated herein are true and that this Certificate is his act and deed, this 28th day of February, 2000

By: /s/ Tony L. Wolk
Tony L. Wolk, Vice President & General Counsel