

3/26/04

03-31-2004



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

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): THE TELVISTA COMPANY
Individual(s) Association
General Partnership Limited Partnership
Corporation-Delaware
X Other Delaware Statutory Trust
Additional name(s) of conveying party(ies) attached? Yes X No

2. Name and address of receiving party(ies)
Name: TELVISTA, INC.
Address: 19111 North Dallas Parkway
Street Address: Suite 250
City: Dallas State: TX Zip: 75287
Individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation-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 X No

OFFICE OF PUBLIC RECORDS
2004 MAR 26 AM 10:21
FINANCE SECTION

3. Nature of conveyance:
Assignment Merger
Security Agreement X Change of Name
Other:
Effective Date: 03/01/2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/290,793

B. Trademark Registration No.(s) 2,434,727

Additional number(s) attached Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Cathryn A. Berryman
Address: Jenkins & Gilchrist, P.C.
Street Address: 1445 Ross Avenue, Suite 3200
City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
X Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 10-0447

DO NOT USE THIS SPACE

9. Signature.
Cathryn A. Berryman
Name of Person Signing
Signature
Date 3-25-04

Total number of pages including cover sheet, attachments, and document: 8

03/30/2004 METACHE 00000138 76290793
01 FC:8521 40.00 00
02 FC:8522 25.00 00
DALLAS2 1031538v1 53655-00004

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

TRADEMARK
REEL: 002938 FRAME: 0336

**CERTIFICATE OF INCORPORATION
OF
TELVISTA, INC.**

Pursuant to the provisions of Section 102
of the General Corporation Law of
the State of Delaware

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware, do HEREBY CERTIFY as follows:

1. The name of the Corporation is TELVISTA, INC. (the "Corporation").
2. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington 19801, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.
3. (a) The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful business, act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

(b) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.
4. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, consisting of 1,000 shares of common stock, par value \$0.001 per share ("Common Stock").
5. No holder of shares of stock of the Corporation shall have any preemptive or other right to receive any securities of the Corporation.
6. (a) The number of directors of the Corporation shall be not less than one (1) nor more than seven (7), the exact number to be fixed from time to time in the manner provided by the Bylaws of the Corporation.

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:31 PM 03/01/2004
FILED 11:51 AM 03/01/2004
SRV 040152961 - 3396534 FILE

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(b) The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the stockholders or until his or her successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
Higinio Sanchez	19111 North Dallas Parkway, Suite 250, Dallas, TX 75287

(c) Election of directors need not be by written ballot unless the Bylaws shall so provide. No holders of Common Stock of the Corporation shall have any rights to cumulate votes in the election of directors.

7. In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, without any action on the part of the stockholders; provided, however, that no such adoption, amendment, or repeal shall be valid with respect to Bylaw provisions that have been adopted, amended, or repealed by the stockholders; and further, provided, that Bylaws adopted or amended by the Board of Directors and any powers thereby conferred may be amended, altered, or repealed by the stockholders.

8. The Corporation is to have perpetual existence.

9. (a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the Delaware General Corporation Law, as the same exists or may hereafter be amended to further limit or eliminate such liability.

(b) The Corporation shall, to the fullest extent permitted by law, indemnify any and all officers and directors of the Corporation, and may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the Board of Directors, indemnify and advance expenses to any and all other persons whom it shall have power to indemnify, from and against all expenses, liabilities or other matters arising out of their status as such or their acts, omissions or services rendered in such capacities.

(c) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

10. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation or Bylaws of the Corporation, from time to time, to amend this Certificate of Incorporation or any provision thereof in any manner now or hereafter

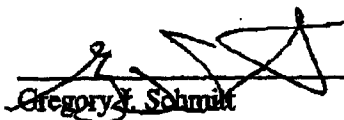
provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

11. In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to delegate managerial duties to an Executive Committee of the Corporation.

12. The name and mailing address of the incorporator of the Corporation is Gregory J. Schmitt, Jenkins & Gilchrist, a Professional Corporation, 1445 Ross Avenue, Suite 3200, Dallas, Texas 75202.

[signature page follows]

THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby acknowledging and declaring and certifying that the foregoing Certificate of Incorporation is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 31st day of December, 2003.



Gregory F. Schmitt

Delaware

PAGE 1

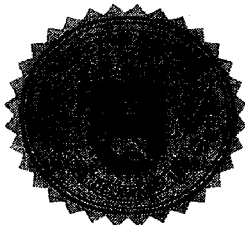
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE STATUTORY TRUST UNDER THE NAME OF "THE TELVISTA COMPANY" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "THE TELVISTA COMPANY" TO "TELVISTA, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2004, AT 11:51 O'CLOCK A.M.

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

3396534 8100V

040152961



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2960301

DATE: 03-01-04

TRADEMARK
REEL: 002938 FRAME: 0341

**CERTIFICATE OF CONVERSION
FROM A DELAWARE BUSINESS TRUST TO A DELAWARE
CORPORATION
PURSUANT TO SECTION 3821 OF THE DELAWARE BUSINESS TRUST ACT
AND
SECTION 265 OF THE DELAWARE
GENERAL CORPORATION LAW**

1. The name of the business trust is The Telvista Company. The business trust was originally organized in the State of Delaware.
2. The trust's Certificate of Trust was originally filed in the Office of the Secretary of State of Delaware on May 25, 2001.
3. The name of the corporation set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is Telvista, Inc.
4. The conversion shall be effective on March 1, 2004 at the time this certificate is filed.

THE TELVISTA COMPANY

By: _____

Higinio Sanchez
Regular Trustee

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:31 PM 03/01/2004
FILED 11:51 AM 03/01/2004
SRV 040152961 - 3396534 FILE

DALLAS 712654-v5 53655-00001

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Delaware

PAGE 2

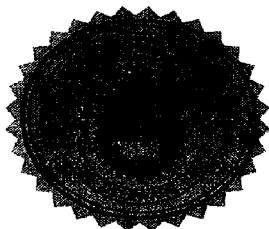
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELVISTA, INC." FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2004, AT 11:51 O'CLOCK A.M.

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

3396534 8100V

040152961



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2960301

DATE: 03-01-04

RECORDED: 03/26/2004

TRADEMARK
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