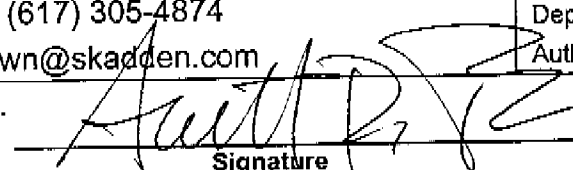


Form PTO-1594 (rev 06/04)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U. S. Department of Commerce Patent and Trademark Office	
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:					
1. Name of conveying party(ies)/Execution Date(s): EnterAct, L.L.C. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other : Limited Liability Company Citizenship <u>Illinois</u> Execution Date(s) <u>February 26, 1999</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and Address of receiving party(ies) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>21st Century Acquisition Corp.</u> Internal Address: _____ Street Address: <u>105 Carnegie Center</u> City: <u>Princeton</u> State: <u>New Jersey</u> Country: <u>USA</u> Zip: <u>08540</u> <input type="checkbox"/> Association - Citizenship _____ <input type="checkbox"/> General Partnership - Citizenship _____ <input type="checkbox"/> Limited Partnership - Citizenship _____ <input checked="" type="checkbox"/> Corporation - Citizenship <u>Illinois</u> <input type="checkbox"/> Other _____ <input type="checkbox"/> Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No.		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Other: _____					
4. Application number(s) or registration number(s): A. Trademark Application No(s). B. Trademark Registration No(s). 2346287 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Scott D. Brown, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP One Beacon Street Boston, MA 02108-3194 Tel: (617) 573-4874 Fax: (617) 305-4874 sbrown@skadden.com			6. Total number of applications and registrations involved: <u>1</u>		
			7. Total fee (37 CFR 1.21(h) and 3.41) \$ 40 <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. <u>695410/1</u>)		
			8. Payment Information Deposit Account No. <u>19-2385</u> Authorized user Name: <u>Faith C. Robinson</u>		
9. Signature.  Signature <u>Scott D. Brown, Esq.</u> Name of Person Signing			Date <u>January 17, 2005</u> Total number of pages including cover sheet, and documents: <u>5</u>		

CH \$40.00 192385 2346287

99228199

9832/0150 18 001 Page 1 of 4
1999-03-10 13:10:56
Cook County Recorder 27.80

File Number 6036-306-4



State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF
21ST CENTURY ACQUISITION CORP.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 26TH day of FEBRUARY A.D. 1999 and of the Independence of the United States the two hundred and 23RD



BOX 170

Jesse White

Secretary of State

99228199

Form **BCA-11.39**

ARTICLES OF MERGER
Between Illinois Corporations
and Limited Liability Companies

File # D6036-306-4

(Rev. Jan. 1999)

SUBMIT IN DUPLICATE

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

This space for use by
Secretary of State
Date 2/24/99

FILED

Filing Fee \$ 100.00

FEB 26 1999

Approved: 

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
involves more than 2 corporations,
\$50 for each additional corporation.

1. Names of the corporations and limited liability companies proposing to merge and the state or country of their organization:

Name of Corporation Limited Liability Company	State or Country of Organization	Corporation File Number
<u>21st Century Acquisition Corp.</u>	<u>Illinois</u>	<u>60363064</u>
<u>EnterAct, L.L.C.</u>	<u>Illinois</u>	<u>0003979-9</u>

2. The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

3. (a) Name of the surviving party: 21st Century Acquisition Corp.
(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 is as follows:

An Agreement and Plan of Merger by and among 21st Century Acquisition Corp. ("Acquisition Corp."), 21st Century Telecom Group, Inc., the Parent of Acquisition Corp., EnterAct, L.L.C. (the "Company") and Member-Managers of the Company (the "Merger Agreement") was duly executed on February , 1999 (the "Merger"). As consideration for the Merger, in exchange for and cancellation of all of the interests of the Members in the Company, the Parent agreed to (i) pay to the Liquidating Trust of the Company a cash installment of \$2,412,500 at closing; (ii) execute and deliver at Closing to the Liquidating Trust of the Company two Promissory Notes for \$2,000,000 each; and (iii) issue to Members of the Company 696,994 shares of Common Stock of the Parent.

BOX 170

The Articles of Incorporation of Acquisition Corp. will not be amended pursuant to the Merger Agreement.

99228199

5. Plan of merger was approved, as to each limited liability company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(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

21st Century Acquisition Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 survivor is an Illinois corporation)

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

- The surviving, limited liability company 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 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 limited liability company.
- 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
- 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.

BOX 170

01/05/2005 16:07 FAX 609 734 6163

99228199

7.(a.) - 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 February 24 1999
(Month & Day) (Year)
attested by Ronald D. Webster
(Signature of Secretary or Assistant Secretary)
Ronald D. Webster, Secretary
(Type or Print Name and Title)

21st Century Acquisition Corp.
(Exact Name of Corporation)
by Robert J. Currey
(Signature of President or Vice President)
Robert J. Currey, 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)

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

Dated February 24 1999
(Month & Day) (Year)
Dated February 24 1999
(Month & Day) (Year)

EnterAct, L.L.C.
(Exact Name of Limited Liability Company)
by [Signature]
(Signature)
Tracy Snell, Manager
(Type or Print Name and Title)
EnterAct, L.L.C.
(Exact Name of Limited Liability Company)
by [Signature]
(Signature)
Michael E. Cloran, Manager
(Type or Print Name and Title)

EXPEDITED

FEB 26 1999

SECRETARY OF STATE

BOX 170

C-294.1

RECORDED: 01/26/2005

TRADEMARK
REEL: 003018 FRAME: 0392