

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

Form PTO-1594
(rev 06/04)

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):

21st Century Telecom Group, Inc.

- Individual(s)
- General Partnership
- Corporation
- Other:

- Association
- Limited Partnership

Citizenship Illinois

Execution Date(s) September 29, 2000

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

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No

Name: RCN Telecom Services of Illinois, Inc.

Internal Address: _____

Street Address: 105 Carnegie Center

City: Princeton

State: New Jersey

Country: USA Zip: 08540

Association - Citizenship _____

General Partnership - Citizenship _____

Limited Partnership - Citizenship _____

Corporation - Citizenship Illinois

Other _____

Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:

- Assignment
- Security Agreement
- Government Interest Assignment
- Other:

Merger

Change of Name

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

<u>2200267</u>	<u>2290263</u>	<u>2184881</u>
<u>2153565</u>	<u>2387205</u>	

Additional numbers attached? Yes 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:

5

7. Total fee (37 CFR 1.21(h) and 3.41) \$ 140

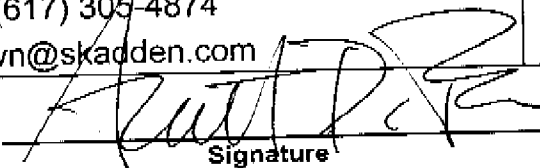
All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 695410/1)

8. Payment Information

Deposit Account No. 19-2385

Authorized user Name: Faith C. Robinson

9. Signature.



Signature

Scott D. Brown, Esq.

Name of Person Signing

January 17, 2005

Date

Total number of pages including cover sheet, and documents:

6

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6843/01/98 07 001 Page 1 of 5
2000-10-20 15:27:52
Cook County Recorder 29.00

File Number 5704-754-2



State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF 21ST CENTURY TELECOM GROUP, INC. 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.

5-jm

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 29TH day of SEPTEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



C-212.3

Jesse White

Secretary of State

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Form **BCA-10.30**

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1832

Remit payment in check or money,
order, payable to "Secretary of State."

The filing fee for restated articles of
amendment - \$100.00

<http://www.sos.state.il.us>

ARTICLES OF AMENDMENT

File # 5704 7540

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 9/29/00
Franchise Tax \$
Filing Fee* \$25.00
Penalty \$
Approved:

FILED

SEP 29 2000

JESSE WHITE
SECRETARY OF STATE

1. CORPORATE NAME: 21st Century Telecom Group, Inc. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on September 1, 2000
(Month & Day)

- in the manner indicated below. ("X" one box only)
- (Year) By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by 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 Section 7.10; (Notes 4&5)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all others amendments.

Article I: The name of the corporation is:

RCN Telecom Services of Illinois, Inc.

(NEW NAME)

All changes other than name, include on page 2
(over)

BOX 170

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Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

No additional amendments.

BOX 176

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or affected by this amendment, is as follows: (if not applicable, insert "No change")
No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (if not applicable, insert "No change")
No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (if not applicable, insert "No change")
No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 27, 2000
(Month & Day) (Year)
attested by John D. Filipowicz
(Signature of Secretary or Assistant Secretary)
John D. Filipowicz, Assistant Secretary
(Type or Print Name and Title)

21st Century Telecom Group, Inc.
(Exact Name of Corporation at date of execution)
by James J. Saile
(Signature of President or Vice President)
James J. Saile, Vice President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

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

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NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to §5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with §9.05, (§10.15)
- (g) to restate the articles of incorporation as currently amended.

NOTE 4: All amendments not adopted under §10.10 or §10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§7.10 & 10.20)

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