

Delaware

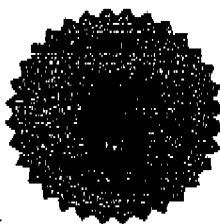
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ALLEGIANCE CPE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SHARED TECHNOLOGIES ALLEGIANCE, INC." UNDER THE NAME OF "SHARED TECHNOLOGIES ALLEGIANCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2002, AT 12 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2116654

DATE: 11-27-02
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CT CORP

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 11/27/2002
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ALLEGIANCE CPE, INC.

WITH AND INTO

SHARED TECHNOLOGIES ALLEGIANCE, INC.

Shared Technologies Allegiance, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 14th day of June, 2002, pursuant to the Delaware General Corporation Law.

SECOND: That this Corporation owns all of the outstanding shares (of each class) of the stock of Allegiance CPE, Inc., a corporation incorporated on the 14th day of June, 2002 pursuant to the Delaware General Corporation Law.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members on the 27th day of November 2002, determined to and did merge Allegiance CPE, Inc. into itself:

RESOLVED, that Allegiance CPE, Inc. be merged with and into the Corporation; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that any vice president of this Corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Allegiance CPE, Inc. and assume its liabilities and obligations, and to cause the same to be filed with the applicable Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

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CERTIFICATE OF OWNERSHIP AND MERGER.doc

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IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by Annie S. Terry, its Vice President and Assistant General Counsel this 27 day of November, 2002.

Shared Technologies Allegiance, Inc.

By Annie S. Terry
Annie S. Terry, its Vice President and Assistant General Counsel