

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aircell, Inc.		01/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AIRCELL, LLC
Street Address:	1172 Century Drive
Internal Address:	Building B, Suite 280
City:	Louisville
State/Country:	COLORADO
Postal Code:	80027
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2606315	AIRCELL
Registration Number:	1997223	AIRCELL
Registration Number:	2641476	AIRCELL
Serial Number:	78595031	AIRCELL AXCESS
Serial Number:	78595026	AIRCELL AXCESS
Registration Number:	2552129	AIRCELL ON BOARD
Registration Number:	2606334	AIRCELL ON BOARD
Registration Number:	2645865	DATAComm 500
Registration Number:	2767272	FLIGHTGUARDIAN
Registration Number:	2832176	FLIGHTGUARDIAN
Registration Number:	2563910	GUARDIAN 1000
Registration Number:	2600307	IN TOUCH, IN FLIGHT
Registration Number:	2307311	IN TOUCH, IN FLIGHT

OP \$340.00 2606315

CORRESPONDENCE DATA

Fax Number: (214)758-1550

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2147581500

Email: estafford@pattonboggs.com

Correspondent Name: V. Craig Belair

Address Line 1: 2001 Ross Avenue; Suite 3000

Address Line 2: Patton Boggs LLP

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	013207.0100 TM RECORDALS
NAME OF SUBMITTER:	V. Craig Belair
Signature:	/V. Craig Belair/
Date:	02/05/2007

Total Attachments: 4

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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 CORPORATION UNDER THE NAME OF "AIRCELL, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AIRCELL, INC." TO "AIRCELL LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 8:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 11:58 O'CLOCK P.M.

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

2692227 8100V

070111420



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5400825

DATE: 02-01-07

TRADEMARK
REEL: 003475 FRAME: 0079

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 CERTIFICATE OF FORMATION OF "AIRCELL LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 8:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 11:58 O'CLOCK P.M.

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

2692227 8100V

070111420



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5400825

DATE: 02-01-07

TRADEMARK
REEL: 003475 FRAME: 0080

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:27 PM 01/31/2007
FILED 08:27 PM 01/31/2007
SRV 070111420 - 2692227 FILE

CERTIFICATE OF CONVERSION
OF
AIRCELL, INC.

AIRCELL, INC. (the "*Company*"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*DGCL*"), does hereby certify that:

1. The name of the Company is AirCell, Inc. The name under which it was organized is AirCell, Inc.
2. The date on which the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware is December 10, 1996.
3. The name of the limited liability company into which the Company shall be converted is AirCell LLC.
4. The conversion of the Company has been approved by the directors and the stockholders of the Company in accordance with the provisions of Sections 141, 228 and 266 of the DGCL.
5. The conversion of the Company into a limited liability company shall be effective at 11:58 p.m., Eastern Standard Time, on January 31, 2007.

IN WITNESS WHEREOF, the Company has caused this Certificate of Conversion to be executed as of January 29, 2007.

AIRCELL, INC.

By: 

Todd Londa
Chief Financial Officer

CERTIFICATE OF FORMATION
OF
AIRCELL LLC


The undersigned, for the purpose of forming a limited liability company under the Limited Liability Company Act of the State of Delaware (the "*LLC Act*"), hereby certifies that:

1. The name of the limited liability company is AirCell LLC (the "*Company*").
2. The address of the registered office of the Company is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

The name of the manager of the Company, as appointed pursuant to Sections 18-101(10) and 18-401 of the LLC Act, is AC Partners LLLP, a Delaware limited liability limited partnership. As manager of the Company, AC Partners LLLP is authorized to control the business and affairs of, and to carry out all acts on behalf of, the Company.

4. The Company shall be formed effective at 11:58 p.m., Eastern Standard Time, on January 31, 2007.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation as of January 29, 2007.



Todd Londa
Organizer