

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
Pegasus Communications Corporation		01/02/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Xanadoo Company		
Street Address:	225 City Line Avenue		
City:	Bala Cynwyd		
State/Country:	PENNSYLVANIA		
Postal Code:	19004		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2613925	PEGASUS	
CORRESPONDENCE DATA			
Fax Number:	(202)842-8465		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-842-8800		
Email:	dctrademarks@dbr.com		
Correspondent Name:	Amy E. Carroll		
Address Line 1:	1500 K Street, N.W.		
Address Line 2:	Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005-1209		
ATTORNEY DOCKET NUMBER:	045933-187037		
NAME OF SUBMITTER:	Amy E. Carroll		
Signature:	/amyecarroll/		

OP \$40.00 2613925

Date:

01/10/2008

Total Attachments: 5

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PEGASUS COMMUNICATIONS CORPORATION", CHANGING ITS NAME FROM "PEGASUS COMMUNICATIONS CORPORATION" TO "XANADOO COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2007, AT 5 O'CLOCK P.M.

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

3322011 8100

070003650



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5326110

DATE: 01-04-07

TRADEMARK
REEL: 003694 FRAME: 0054

CERTIFICATE OF AMENDMENT

OF

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

PEGASUS COMMUNICATIONS CORPORATION

* * *

PEGASUS COMMUNICATIONS CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation") does hereby certify that:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware under the name Pegasus Holdings Corporation I on November 28, 2000. The Certificate of Incorporation was amended and restated in its entirety by an amended and restated certificate of incorporation filed on February 22, 2001. A Certificate of Amendment of the Certificate of Incorporation of Pegasus Holdings I changing its name to Pegasus Communications Corporation was filed with the Secretary of State of the State of Delaware on February 22, 2001. A Certificate of Amendment of Amended and Restated Certificate of Incorporation of Pegasus Communications Corporation was filed with the Secretary of State of the State of Delaware on December 23, 2002 (as amended, the "Amended and Restated Certificate of Incorporation").

SECOND: The Board of Directors of the Corporation has adopted a resolution proposing and declaring it advisable and in the best interests of the Corporation that Article FIRST of the Amended and Restated Certificate of Incorporation be amended and restated to read in its entirety as follows:

"FIRST: The name of the Corporation is Xanadoo Company (the "Corporation")."

THIRD: The Board of Directors of the Corporation has adopted a resolution proposing and declaring it advisable and in the best interests of the Corporation that the first two paragraphs of Article FOURTH of the Amended and Restated Certificate of Incorporation be amended and restated to read in their entirety as follows:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 4,800,000 shares, divided into 2,500,000 shares of Class A Common Stock, par value \$0.01 per share, 300,000 shares of Class B Common Stock, par value \$0.01 per share, 2,000,000 shares of Non-Voting Common Stock, par value \$0.01 per share, and 3,000,000 shares of Preferred Stock, par value \$0.01 per share.

“Effective as of 11:59 p.m., Eastern time, on the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware (the “Effective Time”), each 100 shares of Class A Common Stock of the Corporation, par value \$0.01 per share, issued and outstanding immediately prior thereto (the “Old Class A Common Stock”) shall automatically and without action on the part of the respective holders thereof be combined, converted and changed into one share of Class A Common Stock, par value \$0.01 per share, as constituted immediately after the Effective Time (the “New Class A Common Stock”) and each 100 shares of Class B Common Stock of the Corporation, par value \$0.01 per share, issued and outstanding immediately prior thereto (the “Old Class B Common Stock”) shall automatically and without action on the part of the respective holders thereof be combined, converted and changed into one share of Class B Common Stock, par value \$0.01 per share, as constituted immediately after the Effective Time (the “New Class B Common Stock”) *provided however*, that the Corporation shall issue no fractional share interests and shall instead pay to any stockholder who would hold less than one full share of New Class A Common Stock or New Class B Common Stock immediately following the Effective Time, cash in lieu of such fractional interest in the amount of \$3.25 per share of Old Class A Common Stock or Old Class B Common Stock, as the case may be. Subject to the treatment of fractional interests as described in this paragraph, each holder of record (a “Holder”) of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Old Class A Common Stock or Old Class B Common Stock (the “Old Certificates,” whether one or more) shall be entitled to receive, upon surrender for cancellation of such Old Certificates to the transfer agent designated by the Corporation, a certificate or certificates (the “New Certificates,” whether one or more) representing the number of full shares of New Class A Common Stock or New Class B Common Stock into which the shares formerly represented by such Old Certificates so surrendered are combined under the terms hereof. From and after the Effective Time, and until surrendered as provided above, each Old Certificate shall represent the number of full shares of New Class A Common Stock or New Class B Common Stock into which the shares evidenced thereby immediately before the Effective Time are combined under the terms hereof. In the event that the aggregate number of shares of New Class A Common Stock or New Class B Common Stock to be evidenced by a New Certificate issuable to a Holder would include a fraction, the Corporation will pay to such holder, in lieu of issuing a New Certificate evidencing any such fractional interest, the amount of \$3.25 per share of Old Class A Common Stock or Old Class B Common Stock, as the case may be.”

FOURTH: This amendment to the Amended and Restated Certificate of Incorporation has been duly adopted by the directors and stockholders of the Corporation in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed on this 2nd day of January, 2007.

PEGASUS COMMUNICATIONS CORPORATION

By Scott A. Blank
Scott A. Blank
Senior Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:02 AM 01/03/2007
FILED 05:00 PM 01/02/2007
SRV 070003650 - 3322011 FILE

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition. The Secretary of State hereby waives the requirement for an affidavit of extraordinary condition and establishes such date and time as the filing date of such instrument.

Harriet Smith Windsor
Harriet Smith Windsor
Secretary of State