

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2006		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Choice One Communications, Inc.		06/30/2006
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	One Communications Corp.		
<b>Street Address:</b>	Five Wall Street		
<b>City:</b>	Burlington		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01803		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	2321687	CHOICEXCHANGE
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)808-7897		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(212) 808-7800		
<b>Email:</b>	mmarcotte@kelleydrye.com		
<b>Correspondent Name:</b>	Matthew D. Marcotte		
<b>Address Line 1:</b>	101 Park Avenue		
<b>Address Line 2:</b>	Kelley Drye & Warren LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10178		
ATTORNEY DOCKET NUMBER:	015536-0002		
NAME OF SUBMITTER:	Matthew D. Marcotte		
Signature:	/Matthew D. Marcotte/		

CH \$40.00 2321687

Date:

06/01/2010

**Total Attachments: 16**

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# Delaware

PAGE 1

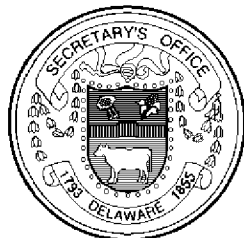
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CTC COMMUNICATIONS GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "CHOICE ONE COMMUNICATIONS INC." UNDER THE NAME OF "ONE COMMUNICATIONS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 1:10 O'CLOCK P.M.

2900871 8100M

100500562



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7989486

DATE: 05-12-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004215 FRAME: 0621

**CERTIFICATE OF MERGER**

of

**CTC COMMUNICATIONS GROUP, INC.**

with and into

**CHOICE ONE COMMUNICATIONS INC.**

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**Pursuant to Section 251(c) of the Delaware General Corporation Law**

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The undersigned hereby certifies pursuant to Section 251(c) of the Delaware General Corporation Law (the "**DGCL**") that:

1. He is the duly elected, qualified and acting Chief Executive Officer of Choice One Communications Inc.
2. The names of each of the constituent corporations to the Merger are CTC Communications Group, Inc. ("**CTC**") and Choice One Communications Inc. ("**Choice One**"). Each of the constituent corporations was incorporated under the laws of the State of Delaware.
3. An Agreement and Plan of Merger, dated as of January 31, 2006 (the "**Agreement**"), between CTC and Choice One setting forth the terms of the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.
4. Pursuant to the Agreement, CTC has merged with and into Choice One. Choice One is the surviving corporation (the "**Surviving Corporation**") of the Merger.
5. By adoption of the Amended Certificate (as defined below), the name of the Surviving Corporation shall be changed to "One Communications Corp."
6. The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety by virtue of the Merger and effective as of the effective time of the Merger to read as set forth on Exhibit A hereto (the "**Amended Certificate**").
7. The executed Agreement is on file at the office of the Surviving Corporation located at 220 Bear Hill Road, Waltham, MA 02451.
8. A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.
9. The Merger is effective upon the filing of this Certificate of Merger in accordance with Section 251 of the DGCL.

TRADEMARK

REEL: 004215 FRAME: 0622

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 30<sup>th</sup> day of June, 2006.

CHOICE ONE COMMUNICATIONS INC.

By: Thomas J. Casey  
Name: Thomas J. Casey  
Title: Chief Executive Officer

TRADEMARK

REEL: 004215 FRAME: 0623

**Exhibit A**

**Amended and Restated Certificate of Incorporation**

**TRADEMARK**

**REEL: 004215 FRAME: 0624**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**CHOICE ONE COMMUNICATIONS INC.**

CHOICE ONE COMMUNICATIONS INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is CHOICE ONE COMMUNICATIONS INC. The Corporation was originally incorporated, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 2, 1998. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 18, 2005.

SECOND: This Amended and Restated Certificate of Incorporation, which amends and restates the Amended and Restated Certificate of Incorporation, is being adopted pursuant to Section 242 and Section 245 of the Delaware General Corporation Law (the "DGCL"), and restates and integrates and further amends the Amended and Restated Certificate of Incorporation. This Amended and Restated Certificate of Incorporation was declared advisable by the written consent of the Board of Directors of the Corporation and adopted and approved by the written consent of the stockholders of the Corporation.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

**ARTICLE ONE**

The name of the corporation is One Communications Corp. (the "Corporation").

**ARTICLE TWO**

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, County of Kent, Delaware 19904. The name of the registered agent of the Corporation at the said registered office is National Registered Agents, Inc.

**ARTICLE THREE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be incorporated under the DGCL as from time to time in effect.

**TRADEMARK**

**REEL: 004215 FRAME: 0625**

## **ARTICLE FOUR**

The total number of shares of capital stock which the Corporation has authority to issue is 100,000,000 shares, consisting of:

- (1) 90,000,000 shares of Class A Common Stock, \$.01 par value per share (the "Class A Common Stock"); and
- (2) 10,000,000 shares of Class B Common Stock, \$.01 par value per share (the "Class B Common Stock").

The Class A Common Stock and Class B Common Stock are sometimes hereinafter collectively referred to as "Common Stock".

## **ARTICLE FIVE**

The powers, rights, preferences, privileges and restrictions of the Class A Common Stock and Class B Common Stock are as follows:

**Section 1. Dividends and Distributions.** The holders of the Common Stock shall be entitled to the payment of dividends when and as declared by the Board of Directors out of funds legally available therefor. When and as dividends or other distributions are declared by the Board of Directors on shares of any class of Common Stock such dividends or other distributions shall be paid in equal amounts per share on all shares of Class A Common Stock and Class B Common Stock. Dividends may be in the form of cash, property or Common Stock; provided, however, that dividends in the form of Common Stock or rights to acquire Common Stock shall be payable on Class A Common Stock only in shares of Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and dividends in the form of Common Stock payable on Class B Common Stock shall be payable only in shares of Class B Common Stock or rights to acquire Class B Common Stock, as the case may be.

**Section 2. Liquidation.** The holders of the Common Stock shall be entitled to participate pro rata at the same rate per share of Common Stock in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

**Section 3. Voting Rights.**

(a) Class A Common Stock. Except (i) as otherwise provided in this Amended and Restated Certificate of Incorporation, or (ii) as otherwise required by applicable law, the holders of shares of Class A Common Stock shall be entitled to one vote for each such share upon all matters and proposals presented to the stockholders of the Corporation.

(b) Class B Common Stock

(1) Holders of Class B Common Stock shall be entitled to notice, in accordance with the Bylaws of the Corporation, of any stockholders' meeting and any matter submitted to the vote of stockholders.



(2) Holders of Class B Common Stock shall be entitled to one vote for each share, and shall vote together with the holders of Class A Common Stock as a single class, upon any of the following matters or proposals presented to the stockholders of the Corporation:

(i) any amendment to this Amended and Restated Certificate of Incorporation;

(ii) any amendment to the Bylaws of the Corporation; provided, however, that if the Bylaws of the Corporation require the approval of a specified percentage of issued and outstanding shares of Class B Common Stock for any amendment thereof, the holders of Class B Common Stock will be entitled to vote as a separate class on such amendment;

(iii) any sale or transfer of all or substantially all of the assets of the Corporation and its subsidiaries in any transaction or series of transactions;

(iv) any recapitalization, reorganization, reclassification, consolidation or merger; and

(v) a change in authorized shares of Common Stock, as provided in Section 3(c) below.

(3) Notwithstanding anything to the contrary contained in this Amended and Restated Certificate of Incorporation, the Corporation shall not, without the prior written approval of the holders of a majority of the then issued and outstanding shares of Class B Common Stock: (i) amend, supplement or modify any provision of this Section 3, Section 4 or Section 5 of this Article Five; or (ii) amend, supplement, or modify any other provision of this Amended and Restated Certificate of Incorporation in a manner so as to adversely affect the powers, preferences or special rights of the shares of Class B Common Stock.

(4) Except (i) as otherwise provided in this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation or (ii) as otherwise required by applicable law, the holders of shares of Class B Common Stock shall have no voting rights.

(c) Change in Authorized Shares. Irrespective of the provisions of Section 242(b)(2) of the DGCL, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the issued and outstanding shares of Common Stock, voting together as a single class.

**Section 4. Consequences of Merger, Etc.** If, as a result of any capital reorganization, reclassification of stock of the Corporation or consolidation or merger of the Corporation with or into another entity, the holders of Class A Common Stock are entitled to receive stock, securities or other assets in respect of or in exchange for their Class A Common Stock, then each share of Class B Common Stock shall also be entitled to receive such kind and

amount of stock, securities or other assets, or both, as are issuable or distributable in respect of the number of shares of Class A Common Stock into which each share of Class B Common Stock is convertible immediately prior to such reorganization, reclassification, consolidation or merger; provided however, that if the holders of Class A Common Stock are entitled to receive stock or other equity securities that have the right to vote in the election of directors ("Voting Securities") and that are not registered pursuant to Section 12(g) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), then each holder of Class B Common Stock shall be entitled to elect to receive, in lieu of such Voting Securities, an equal number of shares of stock or other equity securities (i) that have no voting rights other than as provided by law, (ii) that are entitled to the same protections set forth in this Section 4, (iii) each share or other unit of which is convertible into one share or other unit of Voting Securities and otherwise entitled to the rights and protections set forth in Section 5 of this Article Five, and (iv) that otherwise have the same powers, preferences and special rights (including with respect to dividends and other distributions) as a share or other unit of Voting Securities.

**Section 5. Conversion of Class B Common Stock.**

(a) Right to Convert. Upon the terms set forth in this Section 5, each holder of Class B Common Stock shall have the right at such holder's option, at any time, to convert (without the payment of any additional consideration) the shares of Class B Common Stock held by such holder into shares of Class A Common Stock at an initial conversion rate of one share of Class A Common Stock for each share of Class B Common Stock so converted. Pursuant to the terms of that certain Amended Stockholders Agreement, dated as of June 30, 2006 among the Corporation and the other parties thereto, as the same may be amended from time to time (the "Stockholders Agreement"), the right of CVB Stockholders or the CVB Transferees (each as defined in the Stockholders Agreement) to convert shares of Class B Common Stock into shares of Class A Common Stock is restricted.

(b) Mechanics of Conversion.

(1) The holder of any shares of Class B Common Stock may exercise the conversion right pursuant to this Section 5 by delivering to the Corporation at its principal office or at the office of its transfer agent the certificate or certificates for such holder's shares of Class B Common Stock, accompanied by written notice stating that the holder elects to convert such shares. Conversion shall be deemed to have been effected as of the close of business on the date when such delivery by such holder is made (a "Conversion Date"). As of any Conversion Date, the holder's rights with respect to the converted shares of Class B Common Stock shall cease and such holder shall be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby.

(2) As promptly as practicable (but in any event within two (2) Business Days) after a conversion has been effected, the Corporation shall deliver, at the Corporation's expense, to the converting holder:

- (A) a certificate or certificates representing the number of shares of Class A Common Stock issuable by reason of such conversion in the name of the converting holder and in

such denomination or denominations as the converting holder has specified; and

(B) the amount payable with respect to fractional shares under subparagraph (h) below with respect to such conversion.

(c) Issuance Taxes. The issuance of certificates for shares of Class A Common Stock upon conversion of Class B Common Stock shall be made without charge to the holders of such Class B Common Stock for any issuance tax in respect thereof (so long as such certificates are issued in the name of the record holder of such Class B Common Stock) or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Class A Common Stock.

(d) Validly Issued Shares. Upon conversion of each share of Class B Common Stock, the Corporation shall take all such actions as are necessary in order to ensure that the Class A Common Stock issuable with respect to such conversion shall be validly issued, fully paid and nonassessable, free and clear of all taxes (other than any taxes relating to any dividends paid with respect thereto), liens, charges and encumbrances with respect to the issuance thereof.

(e) Listing of Stock Issuable Upon Conversion. If any shares of Class A Common Stock to be reserved for the purpose of conversion of shares of Class B Common Stock require registration or listing with, or approval of, any governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, before such shares may be validly issued or delivered upon conversion, the Corporation will, in good faith and as expeditiously as possible, endeavor to secure such registration, listing or approval, as the case may be.

(f) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issuance upon the conversion of the Class B Common Stock, such number of shares of Class A Common Stock issuable upon the conversion of all authorized shares of Class B Common Stock. All shares of Class A Common Stock which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary to ensure that all such shares of Class A Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Class A Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not take any action which would cause the number of authorized but unissued shares of Class A Common Stock to be less than the number of such shares required to be reserved hereunder for issuance upon conversion of the Class B Common Stock.

(g) Subdivisions and Combinations of Common Stock. If the Corporation shall in any manner subdivide or combine the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other class will be proportionately subdivided or combined.

(h) Fractional Shares. The Corporation shall not be required to issue fractional shares upon conversion of Class B Common Stock into Class A Common Stock. If more than one share of Class B Common Stock shall be surrendered for conversion at any one time by the same holder, the number of shares of Class A Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Class B Common Stock so surrendered. The Corporation may, in lieu of issuing any fractional share, pay the holder entitled to such fraction a sum in cash equal to the fair market value of any such fractional interest as it shall appear on the public market, or if there is no public market for such shares, then as shall be reasonably determined by the Board of Directors of the Corporation.

(i) Other. The Corporation shall not close its books against the transfer of Class B Common Stock or of Class A Common Stock issued or issuable upon conversion of Class B Common Stock in any manner which interferes with the timely conversion of Class B Common Stock. The Corporation shall assist and cooperate with any holder of shares required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of shares hereunder (including, without limitation, making any filings required to be made by the Corporation).

#### **Section 6. Restrictions on Transfer.**

The following restrictions shall apply to any transfer of shares of Common Stock or any other class or series of equity securities of the Corporation created in the future:

(1) Certain Transfers Prohibited. (a) If an individual, partnership, limited liability company, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group deemed to be a person under Section 14(d)(2) of the Exchange Act (each a "Person"), shall attempt to transfer in any manner whatsoever, including by way of sale, transfer, assignment, conveyance or other disposition, including without limitation by merger, operation of law, bequest or pursuant to any domestic relations order, whether voluntarily or involuntarily, other than a sale, transfer, assignment, conveyance or other disposition by or to the Corporation, any shares of capital stock of the Corporation or any option, warrant or other right to purchase or acquire capital stock of the Corporation (such warrant, option, or other right to purchase or acquire being a "Warrant") or any securities convertible into or exchangeable for capital stock of the Corporation (any such transfer or assignment being a "Transfer"), in each case, whether voluntary or involuntary, of record, by operation of law or otherwise (provided, however, that a transaction that is a pledge shall not be deemed a Transfer, but a foreclosure pursuant thereto shall be deemed to be a Transfer), then such Transfer shall be void and shall not be recognized by the Corporation, except as authorized pursuant to this Section 6. Notwithstanding anything to the contrary in this Amended and Restated Certificate of Incorporation, the term Transfer shall not include (i) any conversion of any shares of Class B Common Stock into shares of Class A Common Stock if such shares of Class A Common Stock are issued in the name of the same Person that held such shares of Class B Common Stock; or (ii) any exercise of any Warrants if the shares of capital stock issued upon exercise are issued in the name of the same Person that held such Warrants.

(b) The restrictions contained in this Section 6 are for the purpose of preserving the Corporation's status as a non-reporting company under the Exchange Act. In

connection therewith, and to provide for the effective policing of these provisions, a potential transferor or transferee who proposes to effect a Transfer, prior to the date of the proposed Transfer, must submit a request in writing (a "Request") that the Corporation review the proposed Transfer and authorize or not authorize the proposed Transfer pursuant to subparagraph (2) hereof. A Request shall be mailed or delivered to the General Counsel of the Corporation at the Corporation's principal place of business or telecopied to the Corporation's telecopier number at its principal place of business. Such Request shall be deemed to have been delivered when actually received by the Corporation. A Request shall include (i) the name, address and telephone number of the proposed transferee, (ii) a description of the interest proposed to be Transferred by the proposed transferee, (iii) the date on which the proposed Transfer is expected to take place, (iv) the name of the proposed transferor of the interest to be Transferred, (v) the percentage of the proposed transferor's total interest to be Transferred and (vi) a Request that the Corporation authorize, if appropriate, the Transfer pursuant to subparagraph (2) hereof and inform the proposed transferor and transferee of his or her determination regarding the proposed Transfer. If the proposed transferor or transferee seeks to effect a Transfer, the Corporation will act, within fifteen (15) business days after receipt of a Request, to determine whether to authorize the proposed Transfer described in the Request under subparagraph (2) hereof. Each such Request shall be reviewed, on behalf of the Corporation, by the Corporation's General Counsel or, if the Corporation does not have a General Counsel at the time of such Request, by the Chief Executive Officer of the Corporation (such reviewing executive hereinafter referred to as the "Reviewer"). Subject to subparagraph (2) hereof, the Reviewer shall conclusively determine whether to authorize the proposed Transfer, in his or her sole discretion and judgment, and shall immediately inform the proposed transferee or transferor making the Request of such determination.

(2) Authorization of Transfer of Capital Stock. Notwithstanding anything to the contrary set forth in subparagraph (1) hereof, the Reviewer shall authorize (A) any Transfer by a stockholder of the Corporation to another stockholder of the Corporation, (B) any Transfer of all shares of capital stock and Warrants of the Corporation owned by the proposed transferor to a single Person who is treated as a single record holder under the Exchange Act, (C) any Transfer if, following such Transfer, the outstanding Common Stock and Warrants will be held of record, for purposes of Section 12(g) of the Exchange Act, by four hundred (400) or fewer persons, or (D) any other Transfer if the Reviewer determines, in his or her sole discretion and judgment, that the Transfer does not jeopardize the Corporation's status as a non-reporting company under the Exchange Act. For the avoidance of doubt, the Reviewer shall address requests for Transfers contemplated in the order in which the Requests are received. In deciding whether to approve any proposed Transfer, the Reviewer may seek the advice of outside counsel to the Corporation and may request all relevant information from the proposed transferor and/or the transferee necessary to make such determination.

(3) Effect of Unauthorized Transfer. Any Transfer attempted to be made in violation of this Section 6 will be null and void. The proposed transferee shall not be entitled to any rights of stockholders of the Corporation, including, but not limited to, the rights to vote or to receive dividends and liquidating distributions, with respect to the securities that were the subject of such attempted Transfer.

(4) Prompt Enforcement; Further Actions. After learning of a Transfer not in compliance with this Section 6, the Corporation shall demand the surrender, or cause to be surrendered to it, the certificates representing the securities that were the subject of such attempted transfer, or any proceeds received upon a sale of such securities, and any dividends or other distributions made after such noncompliant transfer with respect to such securities, if any. Nothing in this subparagraph (4) shall be deemed inconsistent with the Transfer of such securities being deemed null and void pursuant to subparagraph (3) hereof.

(5) Legend on Certificates. (a) For so long as the restrictions on transfer in this Section 6 are in effect, all certificates for shares of Common Stock, Warrants and all other shares of capital stock issued by the Corporation shall conspicuously bear the following legend (in addition to any other legends required to be placed thereon):

THE CERTIFICATE OF INCORPORATION AS AMENDED AND/OR RESTATED (THE "CERTIFICATE OF INCORPORATION") OF THE CORPORATION CONTAINS RESTRICTIONS PROHIBITING THE TRANSFER OF ANY CAPITAL STOCK WITHOUT THE PRIOR AUTHORIZATION OF THE CORPORATION. NO REGISTRATION OR TRANSFER OF THESE SHARES WILL BE MADE ON THE BOOKS OF THE CORPORATION UNLESS AND UNTIL SUCH RESTRICTIONS SHALL HAVE BEEN COMPLIED WITH. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO THE HOLDER OF RECORD OF THIS CERTIFICATE A COPY OF THE CERTIFICATE OF INCORPORATION, CONTAINING THE ABOVE REFERENCED RESTRICTIONS ON TRANSFERS OF STOCK, UPON WRITTEN REQUEST TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS.

(b) In the event that the Common Stock, Warrants or other shares of capital stock of the Corporation shall cease to be subject to the restrictions on transfer of this Section 6, the Corporation shall, upon the written request of the holder thereof, issue to such holder a new certificate evidencing such stock without such legend.

(6) Conditions to Transfer; Responsibilities of Transfer Agent. The Corporation may require, as a condition precedent to the registration of the Transfer of any of its capital stock or the payment of any distribution on any of its capital stock, that the proposed transferor and transferee or payee furnish to the Corporation all information reasonably requested by the Corporation with respect to all the direct or indirect ownership interests in such capital stock. The Corporation may make such arrangements or issue such instructions to its stock transfer agent (which may be the Corporation) as may be determined by the Board of Directors to be necessary or advisable to implement this Section 6, including, without limitation, instructing the transfer agent not to register any Transfer of capital stock on the Corporation's stock transfer records if it has knowledge that such Transfer is prohibited by this Section 6, and/or authorizing such transfer agent to require an affidavit from a transferee or transferor regarding such Person's actual and constructive ownership of capital stock and other evidence that a Transfer will not be prohibited by this Section 6, as a condition to registering any Transfer.

(7) Authority of Board of Directors to interpret. Nothing contained in this Section 6 shall limit the authority of the Board of Directors to take such other action to the extent

permitted by law as it deems necessary or advisable to preserve the Corporation's status as a non-reporting company under the Exchange Act.

(8) **Severability.** If any provision of this Section 6 is judicially determined to be invalid or otherwise unenforceable, such invalidity or unenforceability shall not affect the remainder of the provisions of this Section 6, which shall be thereafter interpreted as if the invalid or unenforceable part were not contained herein, and, to the maximum extent possible, in a manner consistent with preserving the Corporation's status as a non-reporting company under the Exchange Act.

(9) **Expiration.** The provisions of this Section 6 shall apply until the earliest of (i) any public offering of Common Stock registered under the Securities Act of 1933, as amended, (ii) the filing by the Corporation of a registration statement pursuant to Section 12(g) of the Exchange Act, and (iii) such time as the Board of Directors determines that the provisions of this Article Five are no longer necessary for the preservation of the Corporation's status as a non-reporting company under the Exchange Act.

**Section 7. Replacement.** Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor or investment fund, its own agreement shall be satisfactory) or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Common Stock represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

## **ARTICLE SIX**

The Corporation shall have perpetual existence.

## **ARTICLE SEVEN**

In furtherance and not in limitation of the powers conferred by statute, the Corporation's Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, subject to any specific limitation on such power contained in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

## **ARTICLE EIGHT**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate

action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. A repeal or modification of this Article Eight by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE NINE**

Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the DGCL as it may be in effect from time to time.

#### **ARTICLE TEN**

The directors of the Corporation shall not owe any different or greater fiduciary duty to any stockholder of the Corporation based on the amount or type of capital stock owned by such stockholder, even if such stockholder owns greater than a majority of the outstanding Common Stock.

#### **ARTICLE ELEVEN**

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

#### **ARTICLE TWELVE**

To the fullest extent permitted by Section 122(17) of the DGCL, the Corporation hereby renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any business opportunities that are presented to one or more of its directors or stockholders, other than those directors who are employees of the Corporation.

#### **ARTICLE THIRTEEN**

Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary, as contemplated by the terms of the Stockholders Agreement or the Bylaws of the Corporation, as the case may be, to authorize or take such action at a meeting at which all shares entitled to vote on such action were present and voted; provided, however, that if any such consent is signed by less than all of the stockholders entitled to vote, then such consent shall not be delivered to the Corporation or become effective unless, at least 10 days prior thereto, a notice in writing describing the subject matter of the proposed consent is delivered to each stockholder, regardless of whether such stockholder would have the right to vote on such matter.



#### **ARTICLE FOURTEEN**

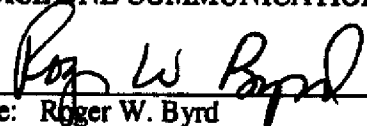
The Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by the DGCL and all rights conferred upon stockholders herein are granted subject to this reservation.

#### **ARTICLE FIFTEEN**

Except as expressly contemplated by the Stockholders Agreement, any action taken at a meeting of stockholders or through action by written consent in lieu of a meeting of stockholders which action has not been approved by the Board of Directors shall, in addition to any approval required by the DGCL or the other provisions of this Amended and Restated Certificate of Incorporation, require the affirmative vote of the holders of a majority of the issued and outstanding Class A Common Stock, including at least one-third of the issued and outstanding Class A Common Stock not Beneficially Owned (as defined in the Stockholders Agreement) by the CVB Stockholders (as defined in the Stockholders Agreement).

IN WITNESS WHEREOF, CHOICE ONE COMMUNICATIONS INC. has caused this Amended and Restated Certificate of Incorporation to be duly executed this 30<sup>th</sup> day of June, 2006.

CHOICE ONE COMMUNICATIONS INC.

By:   
Name: Roger W. Byrd  
Title: Senior Vice President and General Counsel