

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                 |                            |
|----------------------------------|--|-----------------|----------------------------|
| SUBMISSION TYPE:                 | NEW ASSIGNMENT   |                 |                            |
| NATURE OF CONVEYANCE:            | MERGER   |                 |                            |
| EFFECTIVE DATE:                  | 10/02/2009   |                 |                            |
| <b>CONVEYING PARTY DATA</b>      |  |                 |                            |
|                                  | <b>Name</b>  | <b>Formerly</b> | <b>Execution Date</b>      |
|                                  | Capital Communications Corporation   |                 | 10/02/2009                 |
|                                  |  |                 | <b>Entity Type</b>         |
|                                  |  |                 | CORPORATION: MISSOURI      |
| <b>RECEIVING PARTY DATA</b>      |  |                 |                            |
| <b>Name:</b>                     | Birch Telecom 1996, Inc.   |                 |                            |
| <b>Street Address:</b>           | 3060 Peachtree Road, N.W.  |                 |                            |
| <b>Internal Address:</b>         | Suite 1065   |                 |                            |
| <b>City:</b>                     | Atlanta  |                 |                            |
| <b>State/Country:</b>            | GEORGIA  |                 |                            |
| <b>Postal Code:</b>              | 30305  |                 |                            |
| <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:   | 1696494         | CAPITAL GBS COMMUNICATIONS |
| <b>CORRESPONDENCE DATA</b>       |  |                 |                            |
| <b>Fax Number:</b>               | (404)581-8330  |                 |                            |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                 |                            |
| <b>Phone:</b>                    | 404-581-8974   |                 |                            |
| <b>Email:</b>                    | swatts@jonesday.com  |                 |                            |
| <b>Correspondent Name:</b>       | Sarah Watts, Jones Day   |                 |                            |
| <b>Address Line 1:</b>           | 1420 Peachtree Street, N.E.  |                 |                            |
| <b>Address Line 2:</b>           | Suite 800  |                 |                            |
| <b>Address Line 4:</b>           | Atlanta, GEORGIA 30309   |                 |                            |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 392140-600001  |                 |                            |
| <b>NAME OF SUBMITTER:</b>        | Sarah Watts  |                 |                            |

OP \$40.00 1696494

|   |               |
|---|---------------|
| Signature:  | /Sarah Watts/ |
| Date:   | 06/03/2010    |
| <b>Total Attachments: 8</b><br>source=Birch Telecom 1996 Capital Communications Merger#page1.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page2.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page3.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page4.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page5.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page6.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page7.tif<br>source=Birch Telecom 1996 Capital Communications Merger#page8.tif |               |

# 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 OWNERSHIP, WHICH MERGES:

"CAPITAL COMMUNICATIONS CORPORATION", A MISSOURI CORPORATION,

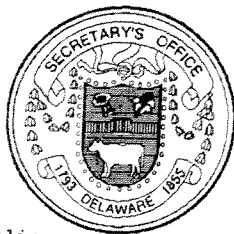
WITH AND INTO "BIRCH TELECOM 1996, INC." UNDER THE NAME OF "BIRCH TELECOM 1996, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF OCTOBER, A.D. 2009, AT 4:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF OCTOBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

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

2697963 8100M

090906805



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

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7565596

DATE: 10-05-09

TRADEMARK  
REEL: 004217 FRAME: 0553

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:20 PM 10/02/2009  
FILED 04:20 PM 10/02/2009  
SRV 090906805 - 2697963 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**CAPITAL COMMUNICATIONS CORPORATION**  
**WITH AND INTO**  
**BIRCH TELECOM 1996, INC.**

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

Birch Telecom 1996, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Capital Communications Corporation, a Missouri corporation ("CCC"), with and into the Company, with the Company remaining as the surviving corporation:

**FIRST:** The Company is incorporated pursuant to the Delaware General Corporation Law (the "DGCL"). CCC is incorporated pursuant to the Missouri General and Business Corporation Law.

**SECOND:** The Company owns all of the outstanding shares of each class of capital stock of CCC.

**THIRD:** The Sole Director of the Company, by resolutions duly adopted on August 24, 2009 by unanimous written consent in lieu of a meeting, determined to merge CCC with and into the Company pursuant to Section 253 of the DGCL. A true and correct copy of such resolutions is annexed hereto as Exhibit A and incorporated herein by this reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

**FOURTH:** The Company shall be the surviving corporation of the Merger.

**FIFTH:** The articles of incorporation of the Company in effect immediately prior to the effective time of the Merger shall be the articles of incorporation of the surviving corporation.

**SIXTH:** This Certificate of Ownership and Merger, and the Merger, shall become effective at 11:59 p.m., Eastern Daylight Savings Time, on October 2, 2009.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed on its behalf by its authorized officer as of September 30, 2009.

**BIRCH TELECOM 1996, INC.**


By:   
Name: Vincent M. Oddo  
Title: President and Chief Executive Officer

EXHIBIT A

**WHEREAS**, the Sole Director of Birch Telecom 1996, Inc. (the "Corporation") has reviewed the Agreement and Plan of Merger by and between the Corporation, Capital Communications Corporation, G.B.S. Communications, Inc. and M.B.S. Leasing, Inc. pursuant to which Capital Communications Corporation will merge with and into the Corporation (the "Merger"), substantially in the form heretofore reviewed by the Sole Director (the "Plan of Merger"); and

**WHEREAS**, the Sole Director of the Corporation deems the Plan of Merger to be in the best interest of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Merger be, and hereby is, approved and adopted by the Sole Director;

**FURTHER, RESOLVED**, that the Certificate of Ownership and Merger with respect to the Plan of Merger be filed with the appropriate officers of the State of Delaware and the Articles of Merger with respect to the Plan of Merger be filed with the appropriate officers of the State of Missouri as contemplated by the Plan of Merger, such that the Merger becomes effective on October 2, 2009;

**FURTHER, RESOLVED**, that the Corporation is in compliance with the 90 percent ownership requirement of Section 351.447 of the MGBCL, and will maintain at least 90 percent ownership of each of the other corporations, party to the Merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

**FURTHER, RESOLVED**, that any and all lawful acts taken heretofore by any officer of the Corporation in connection with the transactions contemplated by the Plan of Merger are hereby ratified and approved; and

**FURTHER, RESOLVED**, that the officers of the Corporation are, and each of them hereby is, authorized in the name of and on behalf of the Corporation to execute and deliver such documents, and do or cause to be done all such other acts and things as they, or any of them, deem necessary or desirable, in order to consummate the transactions contemplated by the Plan of Merger and any such documents so executed or such acts or things done or caused to be done by such officers shall be conclusive evidence of such officer's authority in so executing or doing.

# State of Missouri



Robin Carnahan  
Secretary of State

CERTIFICATE OF MERGER  
FOREIGN ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:  
*CAPITAL COMMUNICATIONS CORPORATION*  
00220391

*INTO:*  
*BIRCH TELECOM 1996, INC. -- F00435913*  
Organized and existing under the laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned with

*BIRCH TELECOM 1996, INC. -- F00435913*

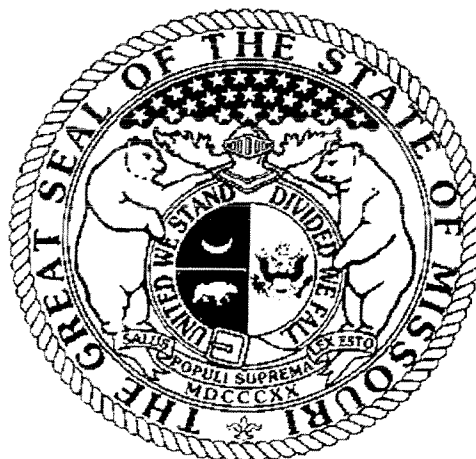
as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware.

Effective date: *10/02/2009*

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 5th day of October, 2009.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



TRADEMARK

REEL: 004217 FRAME: 0557



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

File Number:

F00435913

Date Filed: 10/05/2009

Effective Date: 10/02/2009

Robin Carnahan

Secretary of State

**Articles of Merger for  
Parent/Subsidiary Corporations**

(Section 351.447, RSMo)  
(Submit with filing fee of \$30.00)

Pursuant to the provisions of the Missouri Nonprofit Corporation Act, the undersigned corporations certify the following:

1. That Birch Telecom 1996, Inc. of Delaware  
*Name of Corporation* *Parent State*
2. That Capital Communications Corporation of Missouri  
*Name of Corporation* *Parent State*
3. That \_\_\_\_\_ of \_\_\_\_\_  
*Name of Corporation* *Parent State*

are hereby merged and that the above named Birch Telecom 1996, Inc.  
is the surviving corporation. *Name of Corporation*

4. That the Board of Directors of Birch Telecom 1996, Inc.  
*Name of Corporation*  
met on August/ 24 /2009 and by resolution adopted by a majority vote of the members of such board approved the Plan  
*month/day/year*  
of Merger set forth in these articles.

5. That the Board of Directors of Capital Communications Corporation  
*Name of Corporation*  
met on August/ 24 /2009 and by resolution adopted by a majority vote of the members of such board approved the Plan  
*month/day/year*  
of Merger set forth in these articles.

6. That the Board of Directors of \_\_\_\_\_  
*Name of Corporation*  
met on \_\_\_\_\_ and by resolution adopted by a majority vote of the members of such board approved the Plan  
*month/day/year*  
of Merger set forth in these articles.

7. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

8. That the resolution of the Board of Directors of the present corporation, Birch Telecom 1996, Inc.

\_\_\_\_\_, approving the Plan of Merger is as follows;

(Please see next page)

Name and address to return filed document:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Merger - Gen Bus - Domestic 6 Page(s)



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TRADEMARK

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That the parent corporation, Birch Telecom 1996, Inc. is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of merger by the Secretary of State of the State of Missouri.

10. PLAN OF MERGER

1. Birch Telecom 1996, Inc. of Delaware is the survivor.

2. All of the property, rights, priveleges, leases and patents of the Capital Communications Corporation

are to be transferred to and become the property of Birch Telecom 1996, Inc.

\_\_\_\_\_ the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Birch Telecom 1996, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. *[To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporations party to the merger.]*  
The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:

5. *[To be completed if the parent corporation is not the surviving corporation.]*

a. The outstanding shares of \_\_\_\_\_ parent corporation, shall be exchanged for shares of \_\_\_\_\_, surviving corporation on the following basis:

b. The proposed merger has been approved either by:  
receiving the affirmative vote of at least two-thirds of the outstanding shares of \_\_\_\_\_, or  
parent corporation, entitled to vote thereon at a meeting thereof duly called and held on \_\_\_\_\_, or

In lieu of such required voting, the proposed merger has been approved by the directors of each of the corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving corporation is solvent and will retain the name of the parent.



*(Please see next page)*

6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
- a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation.
  - b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Birch Telecom 1996, Inc., c/o CSC - Lawyers Incorporating Service Company,  
221 Bolivar Street, Jefferson City, Missouri 65101
  - c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.
7. The articles of incorporation of the survivor are are not amended as follows:

An officer of each entity must sign.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

|   |                     |   |             |
|---|---------------------|---|-------------|
|  | Vincent M. Oddo     | Pres. & CEO of Birch Telecom 1996, Inc.           | 9/28/2009   |
| <i>Authorized Signature</i>   | <i>Printed Name</i> | <i>Title</i>                                      | <i>Date</i> |
|  | Vincent M. Oddo     | Pres. & CEO of Capital Communications Corporation | 9/28/2009   |
| <i>Authorized Signature</i>   | <i>Printed Name</i> | <i>Title</i>                                      | <i>Date</i> |
| <i>Authorized Signature</i>   | <i>Printed Name</i> | <i>Title</i>                                      | <i>Date</i> |