

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/09/2010		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Genesis Networks Inc.		11/09/2010
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Global Crossing Gemini Parent, Inc.		
<b>Street Address:</b>	200 Park Avenue, Suite 300		
<b>City:</b>	Florham Park		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07932		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Serial Number:</b>		85077555	IRIS
<b>Registration Number:</b>		3621955	GENESIS NETWORKS
<b>Registration Number:</b>		3621956	GENESIS NETWORKS
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(877)769-7945		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(212) 765-5070		
<b>Email:</b>	tmdoctc@fr.com		
<b>Correspondent Name:</b>	Richard P. Ferrara/Fish & Richardson P.C		
<b>Address Line 1:</b>	P.O. Box 1022		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55440-1022		
<b>ATTORNEY DOCKET NUMBER:</b>	14920-0001001		
<b>NAME OF SUBMITTER:</b>	Erin M. Hickey		

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**TRADEMARK**  
 REEL: 004454 FRAME: 0801

Signature:	/Erin M. Hickey/
Date:	01/14/2011
Total Attachments: 7 source=1and2#page1.tif source=1and2#page2.tif source=1and2#page3.tif source=1and2#page4.tif source=1and2#page5.tif source=1and2#page6.tif source=1and2#page7.tif	

# Delaware

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*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:

"GENESIS NETWORKS INC.", A DELAWARE CORPORATION,  
WITH AND INTO "GLOBAL CROSSING GEMINI PARENT, INC." UNDER THE NAME OF "GLOBAL CROSSING GENESIS NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF NOVEMBER, A.D. 2010, AT 3:59 O'CLOCK P.M.

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

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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: 8342094

DATE: 11-09-10

TRADEMARK  
REEL: 004454 FRAME: 0803

**CERTIFICATE OF MERGER**  
**OF**  
**GENESIS NETWORKS INC.**  
**(a Delaware corporation)**  
**WITH AND INTO**  
**GLOBAL CROSSING GEMINI PARENT, INC.**  
**(a Delaware corporation)**

Pursuant to Section 251 of the  
General Corporation Law of the State of Delaware

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Global Crossing Gemini Parent, Inc., a Delaware corporation ("GC Parent"), which desires to merge with Genesis Networks, Inc., a Delaware corporation ("Genesis"), pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), and in lieu of filing the agreement of merger required by Section 251 of the DGCL, does hereby certify as follows:

1. The name and the state of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Global Crossing Gemini Parent, Inc.	Delaware
Genesis Networks Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of November 9, 2010, (the "Merger Agreement"), by and among GC Parent and Genesis has been approved, adopted, certified, executed, and acknowledged by both of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

3. GC Parent shall be the surviving corporation in the merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be changed to Global Crossing Genesis Networks, Inc.

4. The current certificate of incorporation of GC Parent as in effect immediately prior to the effective time of the merger shall, at the effective time of the merger, be amended to read in its entirety as set forth in Exhibit A attached hereto and incorporated herein by reference, and shall be, from and after the effective time of the merger, the certificate of incorporation of the Surviving Corporation.

5. The executed Merger Agreement is on file at the office of the Surviving Corporation at 200 Park Avenue, Suite 300, Florham Park, New Jersey 07932.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

7. This Certificate of Merger, and the merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Global Crossing Gemini Parent, Inc. has caused this Certificate of Merger to be executed by the undersigned, its authorized officer, as of this 9th day of November, 2010.

GLOBAL CROSSING GEMINI PARENT, INC.

By: 

Name: Mitchell C. Sussis

Title: Director, Vice President and Secretary

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CERTIFICATE OF INCORPORATION

OF

GLOBAL CROSSING GENESIS NETWORKS, INC.

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FIRST: The name of the corporation is Global Crossing Genesis Networks, Inc. (the "Corporation")

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000, all of which shares shall be Common Stock having a par value of \$0.001 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in these articles of incorporation, Bylaws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation, but any Bylaws adopted by the board of directors may be

amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SIXTH: 1. Elimination of Personal Liability. The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director (i) for any breach of such 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 Title 8 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended in the future 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 General Corporation Law of the State of Delaware as so amended from time to time.

Any repeal or modification of this Article Sixth shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

2. (a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith. Such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in paragraph (b) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the

Board of Directors of the Corporation. The right to indemnification conferred in this Section 2 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the General Corporation Law of the State of Delaware so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such indemnitee to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 2, the General Corporation Law of the State of Delaware or otherwise (hereinafter an "undertaking").

(b) Right of Indemnitee to Bring Suit. If a claim under paragraph (a) of this Section 2 is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is entitled to be indemnified or to such advancement of expenses under this Section 2 or otherwise shall be on the indemnitee. No potential indemnitee shall be entitled to advancement of expenses under this Certificate of Incorporation or the By-Laws in any action involving a proceeding by the Corporation against the indemnitee for any claim by the Corporation involving a breach of fiduciary duty of the indemnitee to the Corporation, gross negligence, bad faith, intentional misconduct or unlawful conduct.



(c) Non-Exclusivity or Rights. The rights to indemnification and to the advancement of expenses conferred in this Section 2 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, By-law, contract or agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

(e) Indemnification of Employees or Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the Provisions of this Section 2 with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or to adopt new provisions, in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware, as amended from time to time and all rights conferred herein are granted subject to this reservation.