

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM441123

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Matrix Telecom, Inc.		12/28/2015	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	Matrix Telecom, LLC
Street Address:	433 E. Las Colinas Blvd
Internal Address:	Suite 500
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	Limited Liability Company: TEXAS

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	2518976	1010 123
Registration Number:	2521498	1010-123 A AMERICATEL
Registration Number:	2594747	1010-123 A AMERICATEL
Registration Number:	2657805	1010-123, NUESTRO NUMERO DE LARGA DISTAN
Registration Number:	2386640	10-10-636
Registration Number:	2401084	10-10-811
Registration Number:	2386639	10-10-818
Registration Number:	2449543	9TALK
Registration Number:	2301297	A
Registration Number:	2378594	A
Registration Number:	2434457	A AMERICATEL
Registration Number:	2498626	AHORRE A LO GRANDE
Registration Number:	2576919	AMERICANET
Registration Number:	1892369	AMERICATEL
Registration Number:	2931065	AMERICATEL
Registration Number:	2913762	AMERICATEL
Registration Number:	2314351	AMERICATEL USA
Registration Number:	2759312	AMERICATEL, COMUNICAMOS AL MUNDO HISPANO

CH \$1415.00 2518976

Property Type	Number	Word Mark
Registration Number:	2436723	AMERICATEL, SIEMPRE AL SERVICIO DE LOS H
Registration Number:	2747504	AMERICATEL, TELECOMUNICACIONES PARA TODO
Registration Number:	3339154	CELLCONNECT
Registration Number:	2220202	CLEAR CHOICE COMMUNICATIONS
Registration Number:	2235396	CLEAR N' DIRECT
Registration Number:	2215397	DIME DEAL
Registration Number:	2681511	E MAGINE
Registration Number:	2764670	E-MAGINE
Registration Number:	2772549	EMERITUS COMMUNICATIONS
Registration Number:	2350351	ESTART
Registration Number:	1648364	EXCEL
Registration Number:	2726133	EXCEL
Registration Number:	3260713	EXCEL
Registration Number:	2296313	FIVELINE
Registration Number:	3313647	LÍNEA PAÍS AMERICATEL
Registration Number:	3219939	LÍNEAPAÍS
Registration Number:	3148826	MATRIX BUSINESS TECHNOLOGIES
Registration Number:	2504866	ONE CHOICE
Registration Number:	2515300	1 ONE CHOICE
Registration Number:	2081019	STARTEC
Registration Number:	2492408	STARTEC
Registration Number:	3487027	STARTEC GLOBAL COMMUNICATIONS
Registration Number:	2682678	SU COMPANIA DE LARGA DISTANCIA
Registration Number:	2462090	TELECOMMUNICATIONS SOLUTIONS FOR THE AME
Registration Number:	2265163	TELIGENT
Registration Number:	2265162	TELIGENT
Registration Number:	1710435	TOUCH 1
Registration Number:	3230607	TRINSIC
Registration Number:	3027406	TRINSIC
Registration Number:	2448370	UNIENDO AMERICA
Registration Number:	2530137	UNIENDO AMERICA A AMERICATEL
Registration Number:	2818041	UNIENDOAMERICA
Registration Number:	2608568	V
Registration Number:	1791922	V
Registration Number:	2224433	VARTEC
Registration Number:	1791920	VARTEC TELECOM
Registration Number:	2250455	WORLDRATE
Registration Number:	4060730	ZERO11 WIRELESS

CORRESPONDENCE DATA**Fax Number:** 2022987570*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 202-625-3575**Email:** kattendctm@kattenlaw.com**Correspondent Name:** Michael Justus - Katten Muchin Rosenman**Address Line 1:** 2900 K Street, NW**Address Line 2:** North Tower, Suite 200**Address Line 4:** Washington, D.C. 20007-5118

NAME OF SUBMITTER:	Michael R. Justus
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SIGNATURE:	/Michael R. Justus/
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DATE SIGNED:	08/29/2017
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Total Attachments: 11

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Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

MATRIX TELECOM, INC.
File Number: 115691500

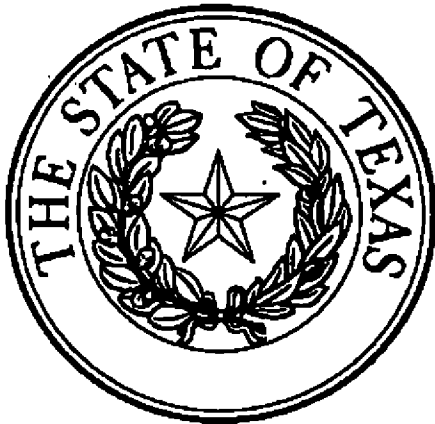
Converting it to

Matrix Telecom, LLC
File Number: 802357352

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/28/2015

Effective: 12/28/2015



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

Matrix Telecom, LLC
File Number: 802357352

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/28/2015

Effective: 12/28/2015



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Form 632
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
DEC 28 2015
Corporations Section

Converting Entity Information

The name of the converting corporation is:

Matrix Telecom, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: June 13, 1990

The file number, if any, issued to the corporation by the secretary of state, is: 115691500

Plan of Conversion—Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Matrix Telecom, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address *City* *State* *Country* *Zip Code*

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address *City* *State* *Country* *Zip Code*

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:
- _____
- _____

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/23/15



Robert Beaty, President & Chief Executive Officer

Signature and title of authorized person on behalf of the converting entity

PLAN OF CONVERSION

December 23, 2015

This plan of conversion is made and entered into by and among Matrix Telecom, Inc., a Texas corporation (the "Company"), and Impact Telecom, Inc., a Nevada corporation, as the sole shareholder of the Company (the "Shareholder").

1. Conversion. Subject to the terms and conditions of this plan of conversion, at the Effective Time (as defined in Section 2 below), the Company shall be converted into a limited liability company organized pursuant to the laws of the State of Texas (the "LLC"), with the Company continuing its existence in the organizational form of a limited liability company. Upon such conversion, the name of the LLC shall be Matrix Telecom, LLC, a Texas limited liability company.

2. Effective Time. The conversion shall become effective upon the filing of a certificate of conversion and a certificate of formation with the Secretary of State of the State of Texas (the "Effective Time").

3. Conversion of Shares. The Shareholder is the sole shareholder of the Company. All of the issued and outstanding capital stock of the Company will be converted into a 100% membership interest in the LLC.

4. Approval. The board of directors of the Company and the Shareholder have unanimously approved this plan of conversion and the conversion of the Company from a corporation to a limited liability company.

5. Managers. The directors of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by any person, serve as the managers of the LLC until their successors are duly elected or their prior resignation, removal or death.

6. Officers. The officers of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by the members or managers of the LLC, serve as the officers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

7. Governing Documents. The bylaws of the Company shall have no further force or control after the Effective Time, and shall immediately be replaced without the necessity of any further action by an operating agreement executed by the Shareholder, as sole member of the LLC.

8. Continuation of Business. At the Effective Time, the conversion shall have the effect provided for herein and in Section 10.106 of the Texas Business Organizations Code. Without limiting the generality of the foregoing, from and after the Effective Time, the business of the Company shall continue to be carried on by the LLC and all the rights and property of the

Company shall be vested in the LLC and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the LLC in the order and priority such debts, liabilities and obligations are established with the Company immediately prior to the conversion. The Company shall not be required to wind up its affairs, pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Company but shall constitute a continuation of the existence of the Company in the form of a limited liability company.

9. Further Actions. The officers of the Company shall take, and shall authorize its counsel to take, all such further actions as may be required to complete the conversion, including all necessary filings with offices of the Secretary of State of Texas, including a certificate of conversion that complies with Section 10.154 of the Texas Business Organizations Code and a certificate of formation substantially in the form attached hereto as Exhibit A, and the execution of all documents necessary to transfer or evidence the transfer of the legal rights of the Company to the LLC (including all required filings and notices with state and local authorities).

10. Treatment. The Company and the Shareholder agree that, for U.S. federal income tax purposes, under the step transaction principles, the conversion is disregarded pursuant to Treasury Regulation Section 1.1361-5 as the Company is a disregarded entity for U.S. federal income tax purposes before and after the conversion.

11. Termination. This plan of conversion may be terminated and abandoned at any time prior to the Effective Time by resolution of the board of directors of the Company if it determines for any reason whatsoever that the conversion contemplated herein is inadvisable.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this plan of conversion to be executed as of the date first written above.

MATRIX TELECOM, INC.

By: 
Name: Robert Beaty
Title: President & Chief Executive Officer

IMPACT TELECOM, INC.

By: 
Name: Robert Beaty
Title: President & Chief Executive Officer

SIGNATURE PAGE TO PLAN OF CONVERSION
OF MATRIX TELECOM, INC.

TRADEMARK
REEL: 006141 FRAME: 0010

Exhibit A

Certificate of Formation

(Attached)

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 28 2015

Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Matrix Telecom, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office
(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

CT Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

1999 Bryan Street, Ste. 900 Dallas TX 75201
Street Address City State Zip Code

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
<u>Robert</u>		<u>Beaty</u>	
<u>First Name</u>	<u>M.I.</u>	<u>Last Name</u>	<u>Suffix</u>
OR			
IF ORGANIZATION			
<u>Organization Name</u>			
ADDRESS			
<u>9000 E. Nichols Avenue, Ste. 230</u>	<u>Englewood</u>	<u>CO</u>	<u>USA 80112</u>
<u>Street or Mailing Address</u>	<u>City</u>	<u>State</u>	<u>Country</u> <u>Zip Code</u>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.) IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.) IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

- 1) Matrix Telecom, LLC is being formed pursuant to a plan of conversion, pursuant to which Matrix Telecom, Inc. will convert into Matrix Telecom, LLC.
- 2) Matrix Telecom, Inc., a Texas for-profit corporation, was incorporated in Texas on June 13, 1990. Its address is 433 E. Las Colinas Blvd., Ste. 500, Irving, TX 75039.

Organizer

The name and address of the organizer:

Robert Beaty

Name

9000 E. Nichols Avenue, Ste. 230

Street or Mailing Address

Englewood

City

CO 80112

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 12/23/15



Signature of organizer

Robert Beaty

Printed or typed name of organizer