

RECORDATION FORM
TRADEMARK

05-20-1998

DEPARTMENT OF COMMERCE
Patent and Trademark Office



100714587

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please

or copy thereof.

5-11-98

1. Name of conveying party(ies):
 U.S. Fibercom Network, Inc.
 1212 Avenue of the Americas-12th Floor
 New York, New York 10036-9998

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: USFI, INC.
 Internal Address: 12th Floor
 Street Address: 1212 Avenue of the Americas
 City: New York State: NY ZIP: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/27/94

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
(1,710,438)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Thomas P. Liniak, Esq.
 Internal Address: Suite #240
 Street Address: 6550 Rock Spring Drive
 City: Bethesda State: MD ZIP: 20817

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 (any deficiencies/credit overpymt)

8. Deposit account number:
13-5132
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

Charge NO

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Thomas P. Liniak
 Name of Person Signing

Thomas P. Liniak
 Signature

4/29/98
 Date

Total number of pages comprising cover sheet:

1

**State of New York }
Department of State }**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

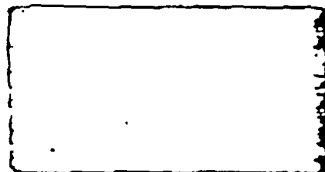
OCT - 2 1997



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)



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CERTIFICATE OF MERGER

of
FIBERCOM CAPITAL CORP.

and

US FIBERCOM NETWORK, INC.

INTO

USFI, INC.

(Under Section 904 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is USFI, INC. The date upon which its certificate of incorporation was filed by the Department of State is January 27, 1993.

THIRD: The names of the foreign constituent corporations, which are being merged into the surviving constituent corporation, are US FIBERCOM NETWORK, INC. and FIBERCOM CAPITAL CORP. The jurisdiction of incorporation of US Fibercom Network, Inc. is Delaware and the date of its incorporation therein is July 14, 1988. The jurisdiction of incorporation of Fibercom Capital Corp. is New Jersey and the date of its incorporation therein is April 2, 1992.

The Application for Authority in the state of New York of US FIBERCOM NETWORK, INC. to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on November 18, 1988. No Application for Authority in the State of New York of FIBERCOM CAPITAL CORP. to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and specification of each class and series entitled to vote as a class on the plan of merger, as follows:

USFL INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of classes and series entitled to vote	Classes and series entitled to vote as a class
Class A Common	100	Class A Common	Class A Common

US FIBERCOM NETWORK, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of classes and series entitled to vote	Classes and series entitled to vote as a class
Class A Common	10,000	Class A Common	Class A Common

FIBERCOM CAPITAL CORP.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of classes and series entitled to vote	Classes and series entitled to vote as a class
Class A Common	100	Class A Common	Class A Common

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FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the vote of the holders of at least two-thirds of all outstanding shares of the corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified was authorized in respect of each merged constituent corporation in accordance with the laws of each such corporation's jurisdiction of incorporation and is in compliance with such laws.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law shall govern such effective date, shall be the date on which this Certificate of Merger is filed by the Department of State of the State of New York.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

USFL, INC.

By: J.D.P.
James D. Pearson
Vice President

By: S.E.G.
Sari E. Greenberg
Assistant Secretary

US FIBERCOM NETWORK, INC.

By: J.D.P.
James D. Pearson
Vice President

By: S.E.G.
Sari E. Greenberg
Assistant Secretary

FIBERCOM CAPITAL CORP.

By: J.D.P.
James D. Pearson
Vice President

By: S.E.G.
Sari E. Greenberg
Assistant Secretary

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CERTIFICATE OF MERGER
OF
FIBERCOM CAPITAL CORP.
AND
US. FIBERCOM NETWORK, INC.
INTO
USFI, INC.

PH-32

lce
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 29 1984
TAX \$
BY Jy

(Under Section 904 of the Business Corporation Law)

RECEIVED

DEC 29 8 59 AM '84

BILLED

BAER, MARKS & UPHAM
805 THIRD AVENUE
NEW YORK, NY 10022

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State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"U.S. FIBERCOM NETWORK INC.", A DELAWARE CORPORATION, WITH AND INTO "USFI, INC." UNDER THE NAME OF "USFI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7358905

TRADEMARK 12-30-94

REEL: 1727 FRAME: 0901

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CERTIFICATE OF MERGER
OF
FIBERCOM CAPITAL CORP.
AND
US. FIBERCOM NETWORK, INC.
INTO
USFI, INC.

PH-32

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 29 1994

TAXS
BY: *[Signature]*

(Under Section 904 of the Business Corporation Law)

RECEIVED

Dec 29 8 59 AM '94

BILLED

BAER, MARKS & UPHAM
805 THIRD AVENUE
NEW YORK, NY 10022

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CERTIFICATE OF MERGER
OF
U. S. FIBERCOM NETWORK INC.
AND
USFI, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) U.S. FiberCom Network Inc., which is incorporated under the laws of the State of Delaware, and

(ii) USFI, Inc., which is incorporated under the laws of the State of New York.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by U.S. FiberCom Network Inc. in the same manner as provided in Section 251 of the General Corporation Law of the State of Delaware and by USFI, Inc. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is USFI, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of such merger pursuant to the provisions of the laws of its state of incorporation.

4. The certificate of incorporation of USFI, Inc. as now in force and effect, shall continue to be the certificate of incorporation of the surviving corporation until amended and changed pursuant to the provisions of the laws of its state of incorporation.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, which is as follows:

1212 Avenue of the Americas
12th Floor
New York, NY 10036-9998

PS1R1 SEC. 12/27/94 12/1pm

~~OF THE AGREEMENT OF MERGER~~ ~~IN CONNECTION WITH THE~~
aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of U.S. FiberCom Network Inc., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of U.S. FiberCom Network Inc. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

1212 Avenue of the Americas
12th Floor
New York, NY 10036-9998

8. The Agreement of Merger between the aforesaid constituent companies provides that the merger herein certified shall be effective on the date on which this Certificate of Merger is filed by the Secretary of State of the State of Delaware, insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

Dated: December 27, 1994

U.S. FIBERCOM NETWORK INC.

By: 
Its Vice President

Dated: December 27, 1994

USFI, INC.

By: 
Its Vice President