

FORM PTO 1594

01-25-1999

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying Party(ies):

Accord Video Telecommunications, Inc.

Name and address of receiving party(ies):

Name: Accord Merger Corp.

Internal Address: Suite 200

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

Street Address: 500 Northridge Road

City: Atlanta State: Georgia Zip: 30350

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of name
- Other

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

Execution Date: December 22, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be separate from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/486878
75/487906

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael D. Hobbs, Jr., Esq.
 Internal Address: Troutman Sanders LLP
 600 Peachtree Street, NE
 Suite 5200
 Street Address:
 City: Atlanta
 State: GA Zip: 30308

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed
 Authorized to be charged to deposit account

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Michael D. Hobbs, Jr.

January 13, 1999

Name of Person Signing

Signature

Date

01/21/1999 TTOM11 00000144 75486878

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

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CERTIFICATE OF MERGER
 of
ACCORD VIDEO TELECOMMUNICATIONS, INC.
 with and into
ACCORD MERGER CORP.
 under
Section 907 of the Business Corporation Law

Pursuant to Section 907 of the Business Corporation Law, the undersigned (the "Constituent Corporations"), hereby certify in connection with the merger (the "Merger") of **ACCORD VIDEO TELECOMMUNICATIONS, INC.**, a New York corporation ("Accord"), with and into **ACCORD MERGER CORP.**, a Georgia corporation ("Mergerco") as follows:

1. The name, state of incorporation and date of incorporation of each Constituent Corporation in the Merger are as follows:

| <u>Name</u> | <u>State of Incorporation</u> | <u>Date of Incorporation</u> |
|---------------------------------------|-------------------------------|------------------------------|
| Accord Merger Corp. | Georgia | March 31, 1998 |
| Accord Video Telecommunications, Inc. | New York | September 6, 1995 |

2. The surviving corporation (the "Surviving Corporation") in the Merger shall be Accord Merger Corp.

3. The effective date of the Merger shall be December 31, 1998 (the "Effective Date")

4. The designation and number of outstanding shares of each class of capital stock of each Constituent Corporation are as follows:

(a) The Surviving Corporation has authorized capital stock consisting of Two Hundred (200) shares of no par value common stock (the "Surviving Corporation Common Stock"), of which One (1) share is issued and outstanding. The Surviving Corporation Common Stock is vested with all of the voting rights in the Surviving Corporation.

(b) Accord has authorized capital stock consisting of Two Hundred (200) shares of no par value common stock (the "Accord Common Stock"), of which One (1) share is issued and outstanding. The Accord Common Stock is vested with all of the voting rights in Accord.

5. The Merger and the Agreement and Plan of Merger (the "Plan") was duly authorized, approved and adopted by the Board of Directors and the sole shareholder of each of the Surviving Corporation and Accord. The Merger is permitted by the laws of the States of New York and Georgia, and each Constituent Corporation is in compliance therewith.

6. The Surviving Corporation has not filed an application for authority to do business in the State of New York and will not do business in the State of New York until an application for such authority shall have been filed with the New York Department of State.

7. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or any foreign corporation previously amenable to suit in the State of New York, which is a Constituent Corporation for the enforcement of the rights of the sole shareholder of Accord against the Surviving Corporation, and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in Section 306 (b) of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 1633 Broadway, New York, New York 10019.

8. The Surviving Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the sole shareholder of Accord the amount, if any, to which such sole shareholder shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.

9. All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are due and payable by Accord have been paid and a cessation franchise tax report (estimated) through the anticipated date of the merger has been filed by Accord. The Surviving Corporation agrees that, within thirty (30) days of filing this Certificate of Merger, it will file the cessation franchise tax report and promptly pay to the department of taxation all fees and taxes (including penalties and interest), if any due to the department of taxation and finance from Accord.

IN WITNESS WHEREOF, the undersigned Constituent Corporations in the Merger, have caused their duly authorized representatives to execute this Certificate of Merger effective as of the 22nd day of December, 1998.

ACCORD MERGER CORP.

By: Jules DeVigne

Title: CEO Jules DeVigne

ACCORD VIDEO TELECOMMUNICATIONS, INC.

By: Jules DeVigne

Title: CEO Jules DeVigne

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98122900083

CT-07

CERTIFICATE OF MERGER
OF
ACCORD VIDEO TELECOMMUNICATIONS, INC.
INTO
ACCORD MERGER CORP.

UNDER SECTION 907 OF THE
BUSINESS CORPORATION LAW

Troutman Sanders LLP
600 Peachtree Street, N.E.
Suite 5200
NationsBank Plaza
Atlanta, GA 30308-2216

DEC 29 1998
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Dec 29 1998

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90071145
CONTROL NUMBER: K812951
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/30/ 98
FORM NUMBER : 412

CT CORPORATION SYSTEM
JOEL MOERSCHEL
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER AND NAME CHANGE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date show above. Attached is a true and correct copy of the said filing.

Surviving Entity:

ACCORD MERGER CORP., A GEORGIA CORPORATION

Changing its Name to:

ACCORD TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

ACCORD VIDEO TELECOMMUNICATIONS, INC., A NEW YORK CORPORATION



Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

CERTIFICATE OF MERGER
of
ACCORD VIDEO TELECOMMUNICATIONS, INC.
a New York corporation,
with and into
ACCORD MERGER CORP.
a Georgia corporation

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, **ACCORD MERGER CORP.**, a Georgia corporation ("Mergerco"), hereby certifies in connection with the merger (the "Merger") of **ACCORD VIDEO TELECOMMUNICATIONS, INC.**, a New York corporation ("Accord"), with and into Mergerco:

1. The name and state of incorporation of each corporation in the Merger are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|---------------------------------------|-------------------------------|
| Accord Merger Corp. | Georgia |
| Accord Video Telecommunications, Inc. | New York |

2. The effective date of the Merger shall be December 31, 1998 (the "Effective Date") and the Merger shall be effective as of the close of business on the Effective Date.

3. The name of the surviving corporation (the "Surviving Corporation") in the Merger is "Accord Merger Corp."

4. Article I of the Articles of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"Article I

The name of the corporation is Accord Telecommunications, Inc. (the "Corporation")."

5. The executed Agreement and Plan of Merger (the "Plan") is on file at the principal place of business of the Surviving Corporation, which is located at 500 Northridge Road, Suite 200, Atlanta, Georgia 30350.

6. A copy of the executed Plan will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the Surviving Corporation or Accord.

7. The Plan was duly approved and adopted by the sole shareholder of each of Accord and Mergerco.

IN WITNESS WHEREOF, the undersigned, as the Surviving Corporation in the Merger, has caused its duly authorized representative to execute this Certificate of Merger as of this 22nd day of December, 1998.

DEC 23 10 52 AM '98

SECRETARY OF STATE

ACCORD MERGER CORP.

By: *John DeLongo*
Title: CEO

JUN 7 10 52 AM '99
 BOSTON (10)
 SECRETARY OF STATE

TRADEMARK


REEL: 1842 FRAME: 0950

CERTIFICATE

TO: Secretary of State
Suite 315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Pursuant to Section 14-2-1105.1(a) of the Georgia Business Corporation Code (the "Code"), the undersigned hereby certifies, verifies and confirms that the request for publication of a notice of intent to file a certificate of merger and payment therefor have been made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code for the merger of ACCORD VIDEO TELECOMMUNICATIONS, INC. with and into ACCORD MERGER CORP.

This 22nd day of December 1998.



Sara Ann Vaughan

Commissioner of Patents and Trademarks

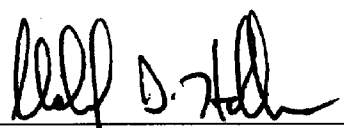
Page 2

January 13, 1999

Thank you for your assistance in this matter. If you have any questions, please contact the undersigned at (404) 885-3330.

Respectfully submitted,

TROUTMAN SANDERS LLP

By: 
Michael D. Hobbs, Jr.

/pak

Enclosures

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

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 Security Agreement Change of name
 Other

Execution Date: December 22, 1998

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 Limited Partnership
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Michael D. Hobbs, Jr.

Name of Person Signing

01/21/1999 TTOM11 00000145 75486878

Signature

January 13, 1999

Date

01 FC:481 40.00 OP
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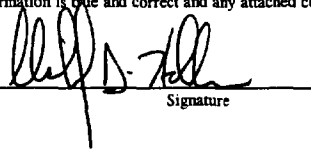
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Name of Person Signing


Signature

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