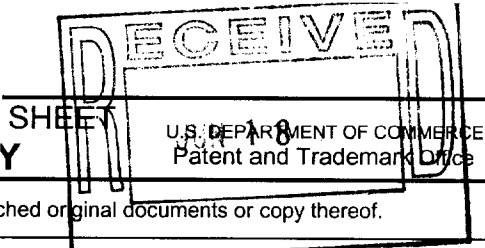


06-25-1999



To the Honorable Commissioner c

101074732

SHEET Y U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office ched original documents or copy thereof.

1. Name of conveying party(ies): HLI Group, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of Iowa, Other

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

3. Nature of conveyance: 6-18-99

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: April 7, 1999

2. Name and address of receiving party(ies) Name: Heartland Communications Group, Inc.

Internal Address: Box 1052 Street Address: 1003 Central Avenue City: Fort Dodge State: IA Zip: 50501

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State of Iowa, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document form 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) See attached sheet

Additional numbers attached? Yes No

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

Name: Edmund J. Sease Internal Address: Street Address: 801 Grand Avenue, Suite 3200 City: Des Moines State: IA Zip: 50309

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00 Enclosed [Please charge any underpayment or credit any overpayment to Deposit Account #26-0084] Authorized to be charged to deposit account

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

DO NOT USE THIS SPACE

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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.

06/24/1999 RTW:11 00000211 1161860

01 FC:481 40.00 OP 02 FC:482 Edmund J. Sease 300.00 OP Name of Person Signing

Signature

Date June 14, 1999

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

**CONTINUATION OF RECORDATION FORM COVER SHEET
TRADEMARKS**

ASSIGNED FROM: HLI Group, Inc.
ASSIGNED TO: Heartland Communications Group, Inc.

Continuation of Item 4B:

Trademark Registration Nos:

1,161,880
1,065,766
1,209,687
1,072,215
1,158,077
1,278,021
1,287,893
1,284,271
1,284,270
1,201,998
1,164,222
1,213,261
1,209,688

IOWANo. W00209406
Date: 04/07/1999**SECRETARY OF STATE**490 DP-000019488
HEARTLAND COMMUNICATIONS GROUP, INC.

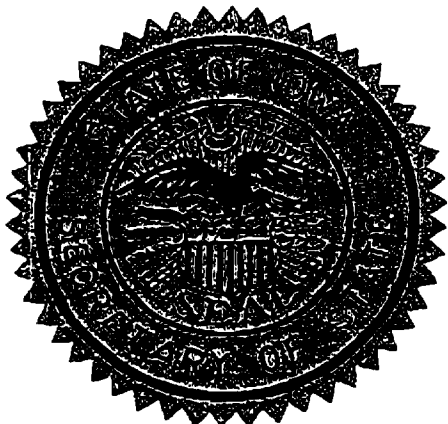
ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Amendment

The document was filed on April 5, 1999, at 02:09 PM, to be effective as of April 5, 1999, at 02:09 PM.

The amount of \$50.00 was received in full payment of the filing fee.



Chester J. Culver

CHESTER J. CULVER

SECRETARY OF STATE



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HLI GROUP, INC.

19488

532296 AMEND \$50.00 KDD 2

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendments to the corporation's Articles of Incorporation:

1. The name of the corporation is HLI Group, Inc.
2. Article I of the Articles of Incorporation of the corporation be and is hereby amended to change the name of the corporation from HLI Group, Inc. to Heartland Communications Group, Inc.
3. The date of the adoption of the foregoing amendments was March 5, 1999.
4. The amendments were approved by the shareholders. The only outstanding class of capital stock of the corporation entitled to vote was common stock, no par value. The number of votes entitled to be cast by the outstanding shares of common stock was 15,000, all of which were in attendance and indisputably represented at the meeting. All 15,000 shares of common stock voted in favor of the amendment to the Articles of Incorporation.

The foregoing amendments shall be effective as of the filing of these Articles of Amendment with the Secretary of State, State of Iowa.

HEARTLAND COMMUNICATIONS GROUP, INC.
(formerly known as HLI Group, Inc.)

By: Steven R. Scanlan, President
Steven R. Scanlan, President

FILED
IOWA
SECRETARY OF STATE

4-5-1999
2:09 PM
W209406

http://www.pcrs.state.iowa.us/articles_of_incorporation/033099.wpd



TRADEMARK

(Handwritten mark)