



101234958

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying Party(ies):
Accord Merger Corp.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Accord Telecommunications, Inc.
Internal Address: Suite 200
Street Address: 500 Northridge Road
City: Atlanta State: GA Zip: 30350
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation State Georgia
 Other
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

3. Nature of conveyance **1-19-99**
 Assignment Merger
 Security Agreement Change of name
 Other
Execution Date: December 22, 1998

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

**65E
NOSPEC
FEE**

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 TTON11 00000145 75486878

01 FC:481 40.00 OP
02 FC:482 25.00 OP
OMB No. 0651-0011 (exp. 4/94)

Total number of pages comprising cover sheet: 4

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 001984 FRAME: 0738

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

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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

TRADEMARK
REEL: 001984 FRAME: 0739

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 22 day of December, 1998.

DEC 23 10 42 AM '98

SECRETARY OF STATE

ACCORD MERGER CORP.

By: *John L. Delgado*
Title: CEO

JUN 7 10 52 AM '99
 BOSTON
 SECRETARY OF STATE

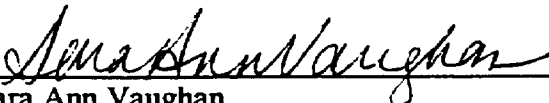
TRADEMARK

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