

09-18-2000



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RECORDATION FORM COVER SHEET

M20 8:22:00

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
04 12 2000

Conveying Party

Mark if additional names of conveying parties attached

Name TOTAL NETWORK SOLUTIONS, INC.

Execution Date
Month Day Year
04 12 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization NEW YORK

Receiving Party

Mark if additional names of receiving parties attached

Name THRUPOINT, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1372 BROADWAY, 6TH FLOOR

Address (line 2) _____

Address (line 3) NEW YORK
City

NEW YORK/USA
State/Country

10018
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other _____

Citizenship/State of Incorporation/Organization NEW YORK

FOR OFFICE USE ONLY

09/18/2000 MTHAI1 00000056 75013496

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02 FC:482

40.00 OP
50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75013496"/>	<input type="text" value="75022702"/>	<input type="text" value="75025360"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

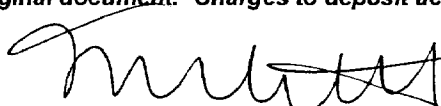
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michael K. Cantwell
Name of Person Signing


Signature

8/18/00
Date Signed

*State of New York }
Department of State }^{ss:}*

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

JUL 31 2000



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)

F 000412000147

CERTIFICATE OF AMENDMENT

CT-07

OF THE

CT-07

CERTIFICATE OF INCORPORATION OF
TOTAL NETWORK SOLUTIONS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the President of Total Network Solutions, Inc., does hereby certify as follows:

1. The name of the corporation is Total Network Solutions, Inc. (the "Corporation").
2. The certificate of Incorporation of the Corporation was filed by the Department of State on December 23, 1993.

The Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation to "ThruPoint, Inc." and to clarify the limitations on the voting rights of the Corporation's Series C Convertible Preferred Stock. Article FIRST of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIRST. The name of the Corporation is ThruPoint, Inc.

and paragraph E.9(c) of Article FOURTH of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

Notwithstanding the foregoing provisions of this paragraph E.9, the Series C Preferred Stock will have voting rights only to the extent that outstanding amounts under the Series C Note have been converted into a number of shares of Common Stock (adjusted for stock splits, stock dividends, recombinations and other similar events) that exceeds the number of shares of Common stock issuable upon conversion of the Series C Preferred Stock issued pursuant to the Series C Convertible Preferred Stock Purchase Agreements dated as of December 21, 1999 and February 3, 2000 among the Corporation and the investors signatory thereto.

3. The amendment was authorized by resolution of the board of directors of the Corporation at a duly convened meeting followed by written consent of the holders of the majority of all outstanding shares of the Corporation entitled to vote

APR 11 2000 11:36 FR ROUTE JT BUSINESS CTR418 394 1105 TO 912123620058

P.03/03

IN WITNESS WHEREOF, this certificate of amendment has been subscribed to this 7th day of April 2000 by the undersigned, who affirms under penalties of perjury that the contents thereof are true and correct.



Name: Ramil M. Asalleh
Title: President

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APR 11 2000 08:12

212 262 1300

PAGE 03

AS TITLE PAGE.PK 00

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CT-07

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
TOTAL NETWORK SOLUTIONS, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

APR 12 3 21 '00

(2)

AC

RECEIVED

APR 12 9 05 AM '00

DRAWDOWN

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 12 2000

TAX \$ _____
BY: *SA*

New York

WOLLMUTH MAHER & DEUTSCH LLP
300 FIFTH AVENUE
NEW YORK, NY 10110

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Authorization to charge additional fees: Yes No

Statement and Signature

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Michael K. Cantwell

8/18/00

Name of Person Signing

Signature

Date Signed

DEWEY BALLANTINE LLP

1301 AVENUE OF THE AMERICAS
NEW YORK 10019-6092
TEL 212 259-8000 FAX 212 259-6333

August 22, 2000

BY EXPRESS MAIL (EL628571295US)

Commissioner of Patents & Trademarks
Box Assignments – Fee
Washington, D.C. 20231

Re: Recordation of Certificate of Amendment of Certificate of Incorporation
(Change of Name) of Total Network Solutions, Inc. to ThruPoint, Inc.

Dear Sir/Madam:

On behalf of ThruPoint, Inc., enclosed for recordation please find the following:

1. Two copies of the trademark recordation cover sheet giving the particulars of the change of name to be recorded;
2. The Certificate of Amendment of Certificate of Incorporation;
3. A pre-addressed, stamped postcard; and
4. A check in the amount \$90.00 to cover the filing fees.

Kindly stamp the postcard with acknowledgement of receipt of these documents and return it to me. If you have any questions, please do not hesitate to contact me at (212) 259-6705.

Sincerely,


Devon J. Goldberg

Enclosures

NEW YORK WASHINGTON LOS ANGELES LONDON HONG KONG BUDAPEST PRAGUE WARSAW

RECORDED: 08/22/2000

TRADEMARK
REEL: 002139 FRAME: 0520