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DEPARTMENT OF COMMERCE

Patent and Trademark Office
Docket No. 45452-24009

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

1. Name of conveying party(ies):
Net2000 Group, Inc.
1430 Springhill Road, Suite 401
McLean, Virginia 22102
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Net2000 Communications Services, Inc.
2180 Fox Mill Road
Herndon, Virginia 20171
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Delaware
 Other: _____
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: (Name Change) Document recorded to correct the execution date of change of name. This document was previously recorded on Reel 2082 / Frame 0373
Execution Date: October 30, 1998

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is:
A. Trademark Application No.(s)
B. Registration No.(s)
1,890,207
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Douglas L. Hendricks
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 1 (one)
7. Total fee (37 C.F.R. § 3.41): \$40.00 + \$120 (at cost fee)
 Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket # 45452-24009
8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.
Name: Douglas L. Hendricks
Douglas L. Hendricks 4/10/01
Signature Date

Total number of pages comprising cover sheet, attachments and document: Eight (8)

Charge fees \$40 + \$120

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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Office of the Secretary of State

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 AMENDMENT OF "NET2000 GROUP, INC.", CHANGING ITS NAME FROM "NET2000 GROUP, INC." TO "NET2000 COMMUNICATIONS SERVICES, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9403705

DATE:

11-13-98

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
NET2000 GROUP, INC.**

Pursuant to Section 242
of the General Corporation Law
of the State of Delaware

Net2000 Group, Inc., (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: Transitional Provisions.

A. Pre-Split Shares - Common Stock. Upon the filing of this Certificate of Amendment to Certificate of Incorporation (the "Effective Time"), each share of the Corporation's Common Stock issued and outstanding immediately prior thereto (the "Pre-Split Shares") shall, *ipso facto* and without any action on the part of the holder of the Pre-Split Shares, be changed, converted and reclassified into 0.000004975 shares of Common Stock (the "Reverse Split"), and the par value of all shares of Common Stock shall continue to be, as of the Effective Time and henceforth thereafter, \$0.01 per share. The shares of Common Stock into which the Pre-Split Shares will be converted upon the Effective Time are referred to herein as the "Split Shares."

B. No Fractional Shares. No fractional Split Shares will be issued as a result of the Reverse Split; in lieu of the holder of each Pre-Split Share otherwise entitled to a fractional Split Share may be paid an amount in cash determined at the rate of \$10.00 per Split Share.

C. Delivery of New Certificates.

(1) Exchange of Certificates. Each holder of certificates representing Pre-Split Shares may deliver and surrender all of such certificates to the Corporation for cancellation after the Effective Time, and shall receive upon such delivery, surrender and cancellation, or as soon thereafter as is practicable, in place thereof a certificate or certificates for the number of Split Shares of Common Stock into which such holder's Pre-Split Shares were converted upon the Effective Time.

(2) Interim Rights. Until surrendered as provided in paragraph (C)(1) above, as of the Effective Time, certificates formerly representing Pre-Split Shares shall be deemed for all corporate purposes to represent solely the right to receive the Split Shares into which such Pre-Split Shares were converted at the Effective Time and the

right to be paid cash for fractional Split Shares, if any, all upon surrender of such Pre-Split Share certificates.

SECOND: By unanimous written consent, the Board of Directors of the Corporation adopted resolutions pursuant to Sections 141(f) and 242 of the General Corporation Law of the State of Delaware setting forth the following amendments to the Certificate of Incorporation of the Corporation, including the Reverse Split, and declaring said amendments to be advisable. The stockholder of the Corporation duly approved said proposed amendments, including the Reverse Split, by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. Accordingly, the Certificate of Incorporation of the Corporation is hereby amended by deleting the entire document and and inserting the following in lieu thereof:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is Net2000 Communications Services, Inc.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business of the Corporation to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law and to possess and exercise all of the powers and privileges granted under such law and the other laws of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100, all of which shall be Common Stock, \$0.01 par value per share, with an aggregate par value of \$1.00.

FIFTH: The number of directors of the Corporation shall be as fixed from time to time by or pursuant to the By-laws of the Corporation (the "By-Laws"). No director of the Corporation need be a Stockholder.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval of this article to

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authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the corporation, or is or was serving, or has agreed to serve, at the request of the corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this EIGHTH Article, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

The corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the corporation.

The indemnification rights provided in this EIGHTH Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation

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and such rights may be equivalent to, or greater or less than, those set forth in this EIGHTH Article.

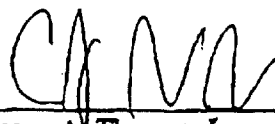
NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Certificate of Amendment to be signed by the President and Chief Executive Officer this 30th day of October, 1998.

{Corporate Seal}

NET2000 GROUP, INC.

By:



Clayton A. Thomas, Jr.
President and Chief Executive Officer