

04-10-2001

U.S. DEPARTMENT OF COMMERCE

MRD 4-10-2001

RE:



F

Patent and Trademark Office  
Docket No. 45452-24009

101639838

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

2. Name and address of receiving party(ies):  
**Net2000 Group, Inc.**  
1430 Springhill Road, Suite 401  
McLean, Virginia 22102

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State - **Virginia**

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation-State: **Delaware**
- Other: \_\_\_\_\_

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

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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other  
Execution Date: **October 16, 1997**

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**  
  
Date: **4/10/01**

Total number of pages comprising cover sheet, attachments and document: **six (6)**

**\$40**  
**Charge 120**

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

sf 1075997

*State of Delaware*  
*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 MERGER, WHICH MERGES:

"NET2000 GROUP, INC.", A VIRGINIA CORPORATION,  
WITH AND INTO "NET2000 GROUP, INC." UNDER THE NAME OF "NET2000 GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF OCTOBER, A.D. 1997, AT 1 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2801600 8100M

971358411

AUTHENTICATION: 8719738

DATE: 10-24-97

TRADEMARK  
REEL: 002230 FRAME: 0492

**CERTIFICATE OF MERGER  
 MERGING  
 NET2000 GROUP, INC. (A VIRGINIA CORPORATION)  
 INTO  
 NET2000 GROUP, INC. (A DELAWARE CORPORATION)**

**Pursuant to Section 252(c) of the  
 General Corporation Law of the State of Delaware**

The undersigned corporation DOES HEREBY CERTIFY:

**FIRST:** That Net2000 Group, Inc., a corporation organized and existing under the laws of the State of Virginia (the "*Merging Corporation*"), and Net2000 Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Surviving Corporation*"), agree that the Merging Corporation shall be merged with and into the Surviving Corporation.

**SECOND:** That the terms and conditions of the merger (the "*Merger*") and the mode of carrying the same into effect are as set forth in that certain Agreement and Plan of Merger (the "*Merger Agreement*"), which was approved, adopted, certified, executed and acknowledged by both the Merging Corporation and the Surviving Corporation in accordance with, and pursuant to, the provisions of Section 252(c) of the State of Delaware General Corporation Law.

**THIRD:** That the name of the surviving corporation of the Merger is Net2000 Group, a Delaware corporation, which shall continue to be named "Net2000 Group, Inc." after the date on which the Merger becomes effective.

**FOURTH:** That the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the corporation surviving the Merger.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, and the address of such principal place of business is 8614 Westwood Center Drive, Suite 700, Vienna, Virginia, 22182.

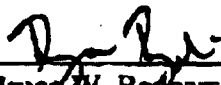
**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and at no cost, to any stockholder of the Merging Corporation or the Surviving Corporation.

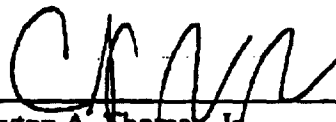
**SEVENTH:** The total number of shares of stock that the Merging Corporation has authority to issue is five thousand (5000) shares of common stock, par value one dollar (\$1.00) per share.

IN WITNESS WHEREOF, Net2000 Group, Inc., a Delaware corporation, the surviving corporation to the Merger, has caused this Certificate of Merger to be signed in its corporate name and on its behalf by its president and attested by the corporate secretary all as of the 16th day of October, 1997.

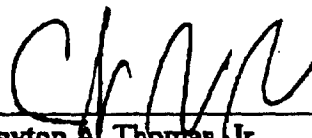
ATTEST:

NET2000 GROUP, INC.  
A DELAWARE CORPORATION (THE SURVIVING CORPORATION)

By:   
Bruce W. Bednarski  
Secretary

By:   
Clayton A. Thomas, Jr.  
President

THE UNDERSIGNED, President of Net2000 Group, Inc., a Delaware Corporation, who executed on behalf of said corporation the foregoing Certificate of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Certificate of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Clayton A. Thomas, Jr.  
President