

06-21-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): CONESTOGA COMMUNICATIONS, INC. 6-14-02 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: CEI NETWORKS, INC. Internal Address: Street Address: 202 EAST FIRST STREET City: BIRDSBORO State: PA Zip: 19508 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State PENNSYLVANIA [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [x] Yes [] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [x] Change of Name [] Other Execution Date: 12/19/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74715643 B. Trademark Registration No.(s) 1979875 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: MICHAEL P. GILES Internal Address: Street Address: 501 WASHINGTON STREET, 5TH FLOOR, P.O. BOX 942 City: READING State: PA Zip: 19603-0942

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 501581

DO NOT USE THIS SPACE

9. Signature. THOMAS MORRELL Name of Person Signing [Signature] Signature JUNE 7, 2002 Date Total number of pages including cover sheet, attachments, and document: 10

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

06/20/2002 TDIAZI 00000147 501581 74715643

01 FC:481 40.00 CH

TRADEMARK REEL: 002529 FRAME: 0559

ADDITIONAL NAMES AND ADDRESSES OF RECEIVING PARTIES

TeleBeam, Incorporated
202 East First Street
Birdsboro, PA 19508

Microfilm Number _____

Filed with the Department of State on DEC 29 2000

Entity Number 2906507

[Signature]
Secretary of the Commonwealth *[Signature]* SK

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-5926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: TeleBeam, Incorporated

2. (Check and complete one of the following):

XX The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 202 E. First Street Birdshoro Pa 19508 Berks
Number and Street City State Zip County

(b) a/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of New York and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) a/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Conestoga Communications, Inc.</u>	<u>540 Court Street, Box 66, Reading, Pa 19603</u>	<u>Berks</u>

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on December 31, 2000 at 11:59 p.m. Eastern Time.

Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Conestoga Communications, Inc.</u>	<u>By unanimous consent of sole shareholder and by directors at a meeting of the Board of Directors</u>
<u>TeleBeam, Incorporated</u>	<u>By unanimous consent of sole shareholder and by directors at a meeting of the Board of Directors</u>

6. ~~(Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.~~

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>202 East First Street</u>	<u>Birdsboro</u>	<u>Pa</u>	<u>19508</u>	<u>Berks</u>
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 29th day of December, 2000.

CONESTOGA COMMUNICATIONS, INC.

By: Albert H. Kramer
Albert H. Kramer
Title: President

TELEBEAM, INCORPORATED

By: Albert H. Kramer
Albert H. Kramer
Title: Chairman

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 19th day of December, 2000, by and between Conestoga Communications, Inc., a Pennsylvania corporation ("CCI"), and TeleBeam, Incorporated, a Pennsylvania corporation ("TeleBeam"). Together, CCI and TeleBeam are each referred to individually as "Subsidiary" and together as the "Subsidiaries").

WITNESSETH

WHEREAS, the Board of Directors of each Subsidiary deems it advisable and to the advantage, welfare and best interests of such corporations and the shareholder of each corporation to merge with and into TeleBeam pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements of the parties hereto, and for other good and valuable consideration and intending to be legally bound, the Subsidiaries hereby agree as follows:

1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the BCL, CCI shall, on the Effective Date (as hereinafter defined), be merged (the "Merger") with and into TeleBeam, which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "CEI Networks, Inc.", to be governed by the provisions of the Pennsylvania Business Corporation Law of 1988, as amended ("BCL"). The separate existences of CCI shall cease on the Effective Date, in accordance with the provisions of the BCL.

2. Articles of Incorporation. The Articles of Incorporation of TeleBeam, as in force and effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation except that its name shall change to CEI Networks, Inc. and shall continue in full force and effect until altered, amended or changed as therein provided and/or in the manner prescribed by the provisions of the BCL.

3. Bylaws. The Bylaws of TeleBeam, as in force and effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and/or in the manner prescribed by the provisions of the BCL.

4. Board of Directors. From and after the Effective Date, the directors of the Surviving Corporation shall be as of the date hereof, subject to the provisions of the BCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, and until their successors are duly elected and qualified.

5. Officers. From and after the Effective Date, the officers of the Surviving Corporation shall remain as of the date hereof, subject to the provisions of the BCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, serving at the pleasure of the Board of Directors of the Surviving Corporation.

6. Cancellation of Shares. As of the Effective Date and by virtue of the Merger and without any action on the part of the parties hereto, all of the issued and outstanding shares of capital stock of CCI shall be cancelled and cease to exist. Each share of the capital stock of TeleBeam that is issued and outstanding immediately before the Effective Date shall, on and after the Effective Date, remain issued and outstanding as one (1) share of the capital stock of TeleBeam, and each holder thereof shall retain his or her rights therein. The holders of the shares of capital stock of TeleBeam outstanding immediately prior to the Effective Date shall, immediately after the Effective Date, continue to hold a majority of the outstanding shares of capital stock of TeleBeam.

7. Authorization. As set forth in Section 1924 of the BCL, this Agreement and Plan of Merger has been authorized by the affirmative vote of the sole shareholder of each Subsidiary and by the unanimous affirmative vote of each Subsidiary's Board of Directors.

8. Effective Date. Pursuant to the BCL, Articles of Merger will be executed and filed at such time as is directed by the President of TeleBeam. The merger shall become effective on the date specified in each such document (the "Effective Date").

9. Effect of Merger. Upon the Effective Date of the Merger, the effect thereof shall be as set forth in Section 1929 of the BCL.

10. Further Acts. Parent and Subsidiary will cause to be executed and filed or recorded any document prescribed by the BCL and will cause to be performed all necessary acts within Pennsylvania and elsewhere to effectuate the Merger. The Board of Directors and the proper officers of the Subsidiaries are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement and Plan of Merger.

11. Termination and Abandonment. Notwithstanding the approval of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned, at any time prior to the filing of the Articles of Merger with the Commonwealth of Pennsylvania by an instrument in writing signed by an authorized officer of each Subsidiary, and upon authorization of the Board of Directors of each Subsidiary.

12. Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts and by either of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is duly executed by and on behalf of each Subsidiary as of the date hereinbefore first written.

CONESTOGA COMMUNICATIONS, INC.

By: _____

Title: _____

TELEBEAM, INCORPORATED

By: _____

Title: _____

(CHANGES)

DOCKETING STATEMENT DSCB:15-134B (Rev 90)

FILING FEE: NONE

BUREAU USE ONLY:

REVENUE _____ LABOR & INDUSTRY _____
OTHER _____
FILE CODE _____
FILED DATE _____
MICROFILM NUMBER _____

This form (file in triplicate) and all accompanying documents shall be mailed to:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120-0029

Part I. COMPLETE FOR EACH FILING:

Current name of entity or registrant affected by the submittal to which this statement relates: (survivor or new corporation if merger or consolidation) TeleBeam, Incorporated

Entity number, if known: _____ NOTE: ENTITY NUMBER is the computer index number assigned to an entity upon initial filing in the Department of State.

Incorporation/qualification date in Pa.: _____

State of Incorporation: Pennsylvania

Federal Identification Number: _____

Specified effective date, if any: Upon filing

Part II. COMPLETE FOR EACH FILING This statement is being submitted with (check proper box):

- Articles of Amendment: complete Section A only
Amended Certificate of Authority: complete Section A only
[X] Articles of Merger: complete Section B
Articles of Consolidation: complete Section C
Articles of Division: complete Section D
Articles of Conversion: complete Section A and E only
Statement of Merger, Consolidation or Division: complete Section B, C or D
Statement of Correction: complete Section A only
Statement of Termination: complete Section H
Statement of Revival: complete Section G
Dissolution by Shareholders or Incorporators before Commencement of Business: complete Section F only
Amendment of Certificate of Limited Partnership: complete Section A only

Part III. COMPLETE IF APPROPRIATE: The delayed effective date of the accompanying submittal is:

month day year hour, if any

X Section A. CHANGES TO BE MADE TO THE ENTITY NAMED IN Part I: (Check box/boxes which pertain)

TRADEMARK
REEL: 002529 FRAME: 0567

Name: CEI Networks, Inc.
Registered Office: _____
Number & street/RD number & box number City State Zip County
Purpose: _____
Stock: aggregate number of shares authorized _____
Term of Existence: _____
Other: _____

Section B. MERGER (Complete Section A if any changes to survivor corporation):

MERGING CORPORATIONS ARE: (List **only** the **merging corporations- SURVIVOR IS LISTED IN PART I**)

1. Name: Conestoga Communications, Inc.
Entity Number, if known: _____ Inc./quali. date in Pa.: _____
State of Incorporation: Pennsylvania
2. Name: _____
Entity Number, if known: _____ Inc./quali. date in Pa.: _____
State of Incorporation: _____

Attach sheet containing above corporate information if there are additional merging corporations.

Section C. CONSOLIDATION (NEW corporation information should be completed in Part I. Also, complete and attach DOCKETING STATEMENT DSCB:15;n-134A for the NEW corporation formed.)

CONSOLIDATING CORPORATIONS ARE:

1. Name: _____
Entity Number, if known: _____ Inc./quali. date in Pa.: _____
State of Incorporation: _____
2. Name: _____
Entity Number, if known: _____ Inc./quali. date in Pa.: _____
State of Incorporation: _____

Attach sheet containing above corporate information if there are additional consolidating corporations.