

09-17-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/200)

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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):

PCS Wireless LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited Liability Corporation - Delaware

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 05/01/02

2. Name and address of receiving party(ies)

Name: Metatron Technologies, Inc.

Internal Address: 410 Park Ave., 15th Floor

Street Address: 410 Park Ave., 15th Floor

City: New York State: NY Zip: 10022

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/035,298 78/045,333

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Neal D. Marcus FOLEY & LARDNER

Internal Address: 330 N. Wabash Ave., Suite 3300, Chicago, IL 60611

Street Address: 330 N. Wabash Ave., Suite 3300

City: Chicago State: IL Zip: 60611

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

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Neal D. Marcus Name of Person Signing

Signature

09/06/02 Date

Total number of pages including cover sheet, attachments, and document: 4

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

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TRADEMARK REEL: 002582 FRAME: 0674

CERTIFICATE OF MERGER
OF
PCS WIRELESS LLC
(a Delaware Limited Liability Company)
("Merging LLC")
WITH AND INTO
METATRON TECHNOLOGIES, INC.
(a Delaware corporation)
("Surviving Corporation")


IT IS HEREBY CERTIFIED THAT:

1. The constituent business entities participating in the merger herein certified are:
 - a. PCS Wireless LLC, a limited liability company, which is organized under the laws of the State of Delaware; and
 - b. Metatron Technologies, Inc., a corporation, which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent business entities in accordance with Section 18-209 of the Delaware Limited Liability Company Act and the provisions of Section 264 of the General Corporation Law of the State of Delaware.
3. The name of the surviving entity of the merger herein certified is METATRON TECHNOLOGIES, INC., a Delaware corporation, which will continue its existence as said Surviving Corporation under its present name and its present Certificate of Incorporation upon the Effective Time (as hereinafter defined) of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The executed Agreement between the aforesaid constituent business entities is on file at the principal place of business of the Surviving Corporation, the address of which is 410 Park Avenue, 15th Floor, New York, New York 10022.
5. A copy of the aforesaid Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any Member of the Merging LLC, any shareholder of the Surviving Corporation or any person holding an interest in the Merging LLC.
6. The Merger shall become effective as of 12:01 a.m. (Central Time) on May 1, 2002 (the "Effective Time").

IN WITNESS WHEREOF, the Merging LLC and the Surviving Corporation have each executed this Certificate of Merger, or has caused this Certificate of Merger to be executed on its behalf by a representative duly authorized, all as of the 30th day of April, 2002.

MERGING LLC:

PCS WIRELESS LLC

By: 
Connie Zegers, Authorized Representative

SURVIVING CORPORATION:

METATRON TECHNOLOGIES, INC., a
Delaware corporation

By: 
Connie Zegers, Vice President - Operations