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



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

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

1. Name of conveying party(ies):

Paging Network, Inc.

07/02/02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 3, 2002

2. Name and address of receiving party(ies)

Name: Mobile Communications Corporation of America Internal Address:

Street Address: 1800 West Park Drive-Suite 250

City: Westborough State: MA Zip: 01581

- 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) 76-095,891; 75-844,940; 75-822,344; 75-822,223;

B. Trademark Registration No.(s) 2,132,807; 2,027,187; 2,137,969; 2,137,968;

Additional number(s) attached Yes No

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

Name: Bryan Cave LLP

Internal Address: Andrew E. Auerbach, Esq.

Street Address: 245 Park Avenue

City: New York State: NY Zip: 10167

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41) \$ 790.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 02-4467 to be charged in the event of a deficiency

DO NOT USE THIS SPACE

9. Signature.

Andrew E. Auerbach Name of Person Signing

Andrew E. Auerbach Signature June 24, 2002 Date

Total number of pages including cover sheet, attachments, and document: 6

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

07/08/2002 00000087 76095891

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TRADEMARK REEL: 002540 FRAME: 0318

**RECORDATION FORM COVER SHEET (Cont.)
TRADEMARKS ONLY**

Continuation of Conveyance from **Paging Network, Inc.** (Conveying Party) to **Mobile Communications Corporation of America** (Receiving Party).

Continuation of Item 4.A. Trademark Application No. (s) - 75-822,219; 75-822,218; 75-794,310; 75-844,941.

Continuation of Item 4.B. Trademark Registration No. (s) - 2,154,294; 1,887,493; 2,181,458; 2,137,967; 2,451,374; 1,920,242; 1,723,483; 2,170,249; 2,143,244; 2,438,793; 2,435,509; 1,245,604; 2,107,504; 1,864,960; 2,107,503; 1,777,420; 1,866,565; 2,181,459; 2,137,980.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE COURT ORDERED CERTIFICATE OF MERGER, WHICH MERGES:

"ARCH COMMUNICATIONS ENTERPRISES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ARCH CONNECTICUT VALLEY, INC.", A MASSACHUSETTS CORPORATION,

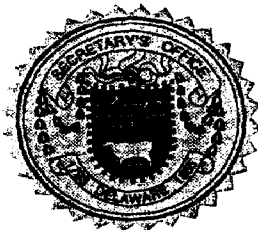
"ARCHTEL, INC.", A DELAWARE CORPORATION,

"BENBOW INVESTMENTS, INC.", A DELAWARE CORPORATION,

"PAGING NETWORK, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MOBILE COMMUNICATIONS CORPORATION OF AMERICA" UNDER THE NAME OF "MOBILE COMMUNICATIONS CORPORATION OF AMERICA", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 2002, AT 9:25 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2962519 8100M

AUTHENTICATION: 1808275

020352629

DATE: 06-03-02

TRADEMARK

REEL: 002540 FRAME: 0320

CERTIFICATE OF MERGER

OF

**Arch Connecticut Valley, Inc.
(a Massachusetts corporation)**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:25 AM 06/03/2002
020352629 - 2962519

**Arch Communications Enterprises LLC
(a Delaware limited liability company)**

**Paging Network, Inc.
(a Delaware corporation)**

**ArchTel, Inc.
(a Delaware corporation)**

**Benbow Investments, Inc.
(a Delaware corporation)**

INTO

**Mobile Communications Corporation of America
(a Delaware corporation)**

Mobile Communications Corporation of America, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation or formation, as applicable, of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
Arch Connecticut Valley, Inc.	Massachusetts
Arch Communications Enterprises LLC	Delaware
Paging Network, Inc.	Delaware
ArchTel, Inc.	Delaware
Benbow Investments, Inc.	Delaware
Mobile Communications Corporation of America	Delaware

SECOND: That provision for the merger of the constituent entities is contained in an order dated May 14, 2002 of the United States Bankruptcy Court for the District of Massachusetts, Western Division, in In re Arch Wireless, Inc., et al., Case No. 01-47330-HJB, confirming the First Amended Joint Plan of Reorganization, as modified, of Arch Wireless, Inc. and its domestic subsidiaries, including the constituent entities of the merger.

THIRD: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and the constituent limited liability company in accordance with the requirements of Sections 252, 264 and 303 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

FOURTH: That the name of the surviving corporation of the merger is Mobile Communications Corporation of America.

FIFTH: That the Restated Certificate of Incorporation of Mobile Communications Corporation of America, a Delaware corporation which will survive the merger, shall be the Restated Certificate of Incorporation of the surviving corporation.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1800 West Park Drive, Suite 250, Westborough, Massachusetts 01581.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation or any member of the constituent limited liability company.

EIGHTH: That this Certificate of Merger shall be effective at 9:25 A.M. Delaware time on June 3, 2002.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Mobile Communications Corporation of America has caused this Certificate to be executed by its Vice President and attested by its Secretary this 3rd day of June, 2002.

**MOBILE COMMUNICATIONS
CORPORATION OF AMERICA**

By: /s/ GERALD J. CIMMINO
Name: Gerald J. Cimmino
Title: Vice President and Treasurer

Dated: June 3, 2002

ATTEST:

/s/ PATRICIA A. GRAY
Patricia A. Gray
Secretary