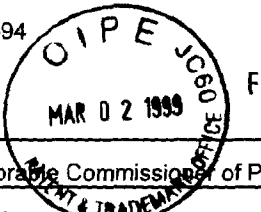


3.2.99

03-17-1999

FORM PTO-1594



100985479

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

HEET

Attorney Docket No. 3382.0435

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

1. Name(s) of conveying party(ies):

SkyTel Corp. (merged into Destineer Corporation)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation

Other: _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other: Merger and Change of Name

Execution Date: January 29, 1999

2. Name(s) and address(es) of receiving party(ies):

Name: SkyTel Corp.

Address: 200 South Lamar, Jackson, Mississippi 39201

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)

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

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

<p>A. Trademark Application No.(s)</p> <p>75/351,412 - SKYREPLY 75/553,260 - SKYTEL CUSTOM NEWSCAST 75/553,261 - SKYTEL CUSTOM NEWSLINE 75/185,774 - DESTINEER</p>	<p>B. Trademark Registration No.(s)</p> <p>2,089,693 - Arrow Design (w/color) 2,089,694 - Arrow Design (w/o color) 1,890,713 - Broken Eclipse Design</p>
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Additional numbers attached? Yes No

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

Name: Lisa F. Peller, Esq.

Address: Finnegan, Henderson, Farabow,
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

03/16/1999 JSHABOZZ 00000103 75351412

01	FC:481	40.00	OP
02	FC:482	725.00	OP
03	FC:998	25.00	OP

6. Total number of applications and registrations involved: 30

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

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:
06-0916

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.

Lisa F. Peller
 Name of Person Signing

Signature

March 2, 1999
 Date

Total number of pages including cover sheet, attachments, and document: 8

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Attorney Docket No. 3382.0435

Page Two (2)

4.B. Additional Trademark Registration No.(s)

1,892,841 - Broken Eclipse Design
2,083,081 - CAN YOUR PAGER DO THAT?
1,801,442 - MESSAGE CARD
2,077,033 - NATIONWIDE NOW
1,890,437 - SKYCARD
2,067,735 - SKYLINK
2,157,144 - SKYLINK
1,900,112 - SKYMAIL
1,849,652 - SKYNEWS
1,505,191 - SKYPAGER
1,488,238 - SKYPAGER
1,829,968 - SKYQUOTE
1,787,286 - SKYSTREAM
1,517,492 - SKYTALK
1,892,366 - SKYTEL
1,775,044 - SKYTEL
2,074,254 - SKYTEL 2-WAY
2,111,125 - SKYTEL ACCESS
2,120,589 - SKYTEL MESSENGER
1,592,384 - SKYWORD
2,011,638 - SKYWORD ACCESS
2,131,296 - SKYWRITER
1,559,271 - Triangle Design
1,964,238 - Triangle Design

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:

"MTEL PAGING, INC.", A DELAWARE CORPORATION,
"MTEL PUERTO RICO, INC.", A DELAWARE CORPORATION,
"SKYTEL CORP.", A DELAWARE CORPORATION,
"UNITED STATES PAGING CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "DESTINEER CORPORATION" UNDER THE NAME OF "SKYTEL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2380866 8100M

991039122

AUTHENTICATION: 9556451

DATE: 02-03-99

TRADEMARK
REEL: 1868 FRAME: 0756

**CERTIFICATE OF MERGER
OF
UNITED STATES PAGING CORPORATION
MTEL PAGING, INC.
MTEL PUERTO RICO, INC.
AND SKYTEL CORP.
INTO
DESTINEER CORPORATION**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware.

The undersigned 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 of each of the constituent corporations of the merger are as follows:

Name:	State of Incorporation:
Mtel Paging, Inc.	Delaware
SkyTel Corp.	Delaware
Mtel Puerto Rico, Inc.	Delaware
United States Paging Corporation	Delaware
Destineer Corporation	Delaware

Second: 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 in accordance with the requirements of Sections 251 and 228 of the General Corporation Law of the State of Delaware.

Third: That the name of the surviving corporation of the merger is Destineer Corporation (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "SkyTel Corp."

Fourth: The Certificate of Incorporation of Destineer Corporation as in effect immediately prior to the merger shall be amended to read in its entirety as set forth in Annex I hereto and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation.

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 200 South Lamar, Jackson, Mississippi 39201.

Sixth: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Seventh: That this Certificate of Merger shall be effective on January 31, 1999.

Dated: January 29, 1999

DESTINEER CORPORATION

By: 

John T. Stupka
President and Chief Executive Officer

ATTEST:

By: 

Leonard G. Kriss
Secretary & General Counsel

ANNEX I

CERTIFICATE OF INCORPORATION OF SKYTEL CORP. A STOCK CORPORATION

FIRST: The name of the corporation (the "Corporation") is SkyTel Corp.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock of all classes that the Corporation shall have the authority to issue is twenty thousand (20,000) shares of common stock of which ten thousand (10,000) shares shall be Class A common Stock, par value \$.01 per share ("Class A Common Stock"), and ten thousand (10,000) shares shall be Class B Common Stock, par value \$.01 per share ("Class B Common Stock"); together with the Class A Common Stock, the "Common Stock").

1. Liquidation Preference. In the event of a liquidation, dissolution or winding up of the Corporation, the holders of the shares of Class A Common Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are stated capital or surplus of any nature, an amount equal to \$20,000 per share ("Primary Liquidating Payments"), and no more, before any payments are made or assets distributed to the holders of the Class B Common Stock. After all required Primary Liquidating Payments are made to the holders of the Class A Common Stock, the holders of the Class B Common Stock shall be entitled to received out of the assets of the Corporation, whether such assets are stated capital or surplus of any nature, an amount per share equal to the aggregate amount of all Primary Liquidating Payments divided by the number of shares of Class B Common Stock then outstanding (such amount payable to the holders of Class B Common Stock being herein referred to as the "Secondary Liquidating Payments"). Upon payment of all required Primary Liquidating Payments and Secondary Liquidating Payments, the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive, on a pro rata basis, all of the remaining assets, or proceeds thereof, of the Corporation. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of (i) the Class A Common Stock shall be insufficient to pay in full the Primary Liquidating Payments, then such assets, or the proceeds thereof, shall be distributed pro rata among the holders of the Class A Common Stock and (ii) the Class B Common Stock shall be

insufficient to pay in full the Secondary Liquidating Payments after payment in full of all required Primary Liquidating Payments, then such assets, or the proceeds thereof, shall be distributed pro rata among the holders of the Class B Common Stock. Neither a consolidation or merger of the Corporation with another entity nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding up of the Corporation.

2. **Voting Rights.** Except as otherwise required by law, the holders of shares of Class A and Class B Common Stock shall vote together and not as separate classes.

3. **Dividends.** The holders of shares of Class A and Class B Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation or a duly authorized committee thereof out of funds legally available for the payment of dividends, dividends payable on a pari passu basis.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereinafter in effect, no director of the Corporation shall be personally liable for monetary damages to the Corporation or its stockholders for breach of fiduciary duty as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person) (each, an "Indemnitee"), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereinafter in effect provided, however, that the Corporation shall be required to indemnify an Indemnitee in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") (or part thereof) initiated by such Indemnitee only if the initiation of such Proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation. The Corporation's obligation, if any, to indemnify or advance expenses to any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust or other enterprises. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the Proceeding shall be made only upon

receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Corporation may in its Bylaws confer powers upon its Board of Directors in addition to the powers and authorities expressly conferred upon the board of Directors by applicable law.

NINTH: Notwithstanding that a lesser or no vote may be required by law of the stockholders of the Corporation and in addition to any other vote of the stockholders required by law or this Certificate of Incorporation, the Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the state of Delaware at the time in force or as may be added or inserted, solely by the affirmative vote of the holders of 80% of the Common Stock of the Corporation issued and outstanding, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

TENTH: The holders of Common Stock shall have no pre-emptive right to purchase or have offered to them for purchase any Common Stock that the Corporation may from time to time issue and offer for sale for any purpose except as may otherwise be provided for pursuant to that certain Stockholders Agreement dated as of March 23, 1994, by and among Nationwide Wireless Network Corp., Mobile Telecommunication Technologies Corp., Microsoft Corporation, Kleiner Perkins Caufield & Byers VI, KPCB VI Founders Fund, Integral Capital Management, L.P., Integral Capital Management C.V., and William H. Gates and Paul Allen in their individual capacities.

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