

OMS No. 0851-0011 (EXP. 4/94)
M20 5-5-98
Tab settings = = =

05-14-1998



100710295

COVER SHEET
ILY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
MAY 5 1998

he attached original documents or copy thereof

To the Honorable Commissioners,

1. Name of conveying party(ies):

2Way Media, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 20, 1998

2. Name and address of receiving party(ies)

Name: LAUNCH Media, Inc. dba LAUNCH

Internal Address: _____

Street Address: 1632 Fifth Street, Suite 330

City: Santa Monica State: CA ZIP: 90401

- 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 patent number(s):

A. Trademark Application No.(s)

75/403320
75/403335

B. Trademark Registration No.(s)

2,067,646

Additional numbers attached? Yes No

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

Name: Gray Cary Ware & Freidenrich LLP

Internal Address: Allyn Taylor, Esq.

05/12/1998 DCOATES 00000162 071907 75403320

01 FC:481 40.00 CH
02 FC:48E 50.00 CH

Street Address: 400 Hamilton Avenue

City: Palo Alto State: CA ZIP: 94301

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1907

(Attach duplicate copy of this page if paying by deposit account)

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.

Allyn Taylor

Name of Person Signing

Signature

5/4/98

Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 1725 FRAME: 0133

State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "2WAY MEDIA, INC.", CHANGING ITS NAME FROM "2WAY MEDIA, INC." TO "LAUNCH MEDIA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2373748 8100

981108725

AUTHENTICATION: 8987500

DATE: 03-23-98

TRADEMARK

REEL: 1725 FRAME: 0134

CERTIFICATE OF AMENDMENT
OF THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
2WAY MEDIA, INC.

The undersigned, Robert Roback and Jeffrey Mickeal, certify that:

1. They are the duly elected and acting President and Secretary, respectively, of 2Way Media, Inc., a Delaware corporation (the "Corporation").

2. Article "First" of the Third Amended and Restated Certificate of Incorporation of the Corporation presently reads as follows:

NAME

"The name of this Corporation is 2Way Media, Inc."

shall be amended to read as follows:

NAME

"The name of this Corporation is Launch Media, Inc."

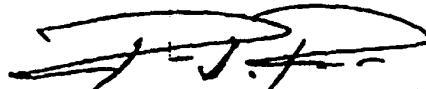
3. The foregoing amendment of the Third Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this corporation.

4. The foregoing amendment of the Third Amended and Restated Certificate of Incorporation has been duly approved by the vote of stockholders of this corporation in accordance with Section 242 of the Delaware General Corporation Law. The total number of outstanding shares of Common Stock of the Corporation is 4,663,358. The total number of outstanding shares of Series A Stock is 1,900,800. The total number of outstanding shares of Series B Stock is 3,064,102. The total number of outstanding shares of Series C Stock is 7,900,117. The total number of

outstanding shares of Series D Stock is 14,438,551. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being a majority of the total number of outstanding shares of Common Stock voting separately as a class and a majority of the total number of outstanding shares of Series A, Series B, Series C and Series D Stock voting separately as a class.

The undersigned each declares under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Santa Monica, California, on the 20th day of March, 1998.



Robert Roback
President



Jeffrey Michael, Secretary