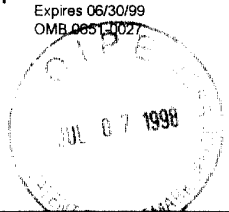


07-27-1998



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MRO 7-7-98

Submission Type

- New
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- Correction of PTO Error
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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
12 30 96
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Audible Words Corporation

Execution Date
Month Day Year
12 30 96

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Audible Inc.

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 65 Willowbrook Blvd.

Address (line 2) _____

Address (line 3) Wayne

New Jersey

07470

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

07/24/1998 JSHABAZZ 00000040 75152924

01 FC:481
02 FC:482

40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box 15, Washington, D.C. 20235

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes


No

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. Charges to deposit account are authorized, as indicated herein.

Karen C. Maher

Name of Person Signing



Signature

July 7, 1998

Date Signed

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 "THE AUDIBLE WORDS CORPORATION", CHANGING ITS NAME FROM "THE AUDIBLE WORDS CORPORATION" TO "AUDIBLE INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2558618 8100

AUTHENTICATION: 8342014

971052272

DATE 02-21-97

MAR-04-1997 10:28

201 890 2442

TRADEMARK

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REEL: 1758 FRAME: 0777

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Dec-30-96 11:10A Audible Words Corporation 201-890-2442

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/30/1996
960388579 - 2558618

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

The Audible Words Corporation (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

That at a regular meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation waived notice of the time, place and purpose of a special meeting of the stockholders and duly approved said amendment by written consent in accordance with Sections 228 and 242 of the General Corporation law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED, That the Certificate of Incorporation be and hereby is amended by striking Article FIRST in its entirety and replacing it with the following:

FIRST Name. The name of the corporation is Audible Inc.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 30th day of December, 1996.

THE AUDIBLE WORDS CORPORATION

By 
Donald Katz
President