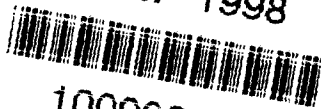


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Conveying Party

Mark if additional names of c

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Name NorthWord Press, Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name NorthSound Music Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6211 Highway 51 South

Address (line 2) _____

Address (line 3) Hazelhurst

Wisconsin

54531

City

State/Country

Zip Code

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

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.)

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1 FC:481 40.00 DP
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Correspondent Name and Address

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Name

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Registration Number(s)

<input type="text" value="75406570"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Paul I. Menes, Esq.

Signature

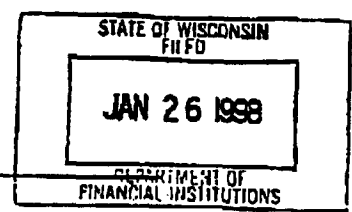
October 29, 1998

Name of Person Signing

Date Signed

98 JAN 23 10 :ARTICLES OF AMENDMENT TO THE THIRD
RESTATED ARTICLES OF INCORPORATION OF NORTHWORD PRESS, INC.

Adopted in accordance with
the provisions of Section 180.1003 of
the Business Corporation Law of
the State of Wisconsin



Paul Huston, being the Secretary of NorthWord Press, Inc., a corporation organized and existing under and by virtue of the Business Corporation Law of the State of Wisconsin (the "Corporation"), does hereby certify as follows:

1. That the Board of Directors of the Corporation pursuant to written consent and in accordance with Sections 180.0821 and 180.1003 of the Business Corporation Law of the State of Wisconsin adopted the resolution set forth below:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by deleting Article I thereof in its entirety and inserting in its place Article I as set forth below:

Article I. The name of the corporation is
NORTHSOUND MUSIC GROUP, INC. (the "Corporation").

2. The foregoing amendment has been duly adopted pursuant to the provisions of Section 180.1003 of the Business Corporation Law of the State of Wisconsin.

IN WITNESS WHEREOF, the undersigned, being the Secretary hereinabove named, for the purpose of amending the Third Restated Articles of Incorporation of the Corporation pursuant to the Business Corporation Law of the State of Wisconsin, under penalties of perjury does

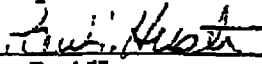
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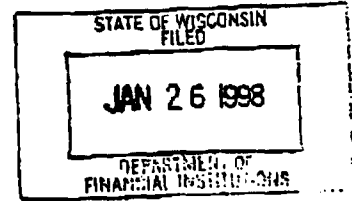
NORTHWORD PRESS
Kirkland & Ellis

003
004

hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this amendment this 7th day of January, 1998.


By: Paul Huston

Its: Secretary



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UNITED STATES DEPARTMENT OF COMMERCE

Patent and Trademark Office

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JUL 10 1998

SERIAL NO. 757406570 NorthWord Press, Inc		APPLICANT		PAPER NO. MENEZ LAW CORP
MARK PEACEFUL MOMENTS		ADDRESS PAUL T MENEZ MENEZ LAW CORP 1801 CENTURY PARK E STE 1560 LOS ANGELES CA 90067		
ACTION NO. 02		no fees are enclosed, the address should include the words "Box Responses - No Fee." please provide in all correspondence: Filing Date, serial number, mark and Applicant's name. Mailing date of this action. Examining Attorney's name and Law Office number. Your telephone number and ZIP code.		
MAILING DATE 07/06/98				
REF. NO. 2525.22				

FORM PTO-1525 (5-90)

U.S. DEPT. OF COMM. PAT. & TM OFFICE

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Serial Number: 757406570
Mark: PEACEFUL MOMENTS

Please Place on Upper Right Corner
of Response to Office Action ONLY

disposition of:

- Cancellation No(s). _____
- Opposition No(s). _____
- Civil Action No(s). _____
- Concurrent Use No(s). _____

If the applicant is a party to the above proceeding, the applicant should advise the Examining Attorney of the outcome of the proceeding when it is terminated.

- Application Serial No(s). _____

Since applicant's effective filing date is subsequent to the effective filing date of the above-identified application(s), the latter, if and when it registers, may be cited against this application. See 37 C.F.R. §2.83. A copy of information relevant to this pending application(s) is attached was sent previously.

The applicant may request that the application be removed from suspension by presenting arguments related to the potential conflict between the relevant applications or other arguments related the ground for suspension. The applicant's election to present or not to present arguments at this time will not affect the applicant's right to present arguments later.

... ion is suspended pending
... certified copy of the
... of foreign of applicant.
... sign language, an English
... d. The certification or

certified copy of the registration should be forwarded to the Examining Attorney as soon as possible. If the foreign application is abandoned, the Examining Attorney should be advised.

[XXX] 3. It is noted that an assignment involving this application is presently pending before the Office. Action is suspended on this application pending recordation of the assignment. This application will be removed from suspended status upon recordation of the assignment. Notification of recordation is normally done through Office channels. However, upon receipt of the reel and frame number of the assignment, applicant should advise the Examining Attorney. See 37 C.F.R. Part 3.

4. Action on this application is suspended for months until the Examining Attorney can determine whether the cited registration will be canceled under §8 or expire under §9. 37 C.F.R 2.67.

5. The following refusals/requirements are continued:

Mark Sparacino
EXAMINING ATTORNEY NAME
Mark Sparacino
EXAMINING ATTORNEY SIGNATURE

103
LAW OFFICE

(703)-308-9103 ext 115
PHONE

Form PTOL-373 (Rev. 8-94)

RECORDED: 11/06/1998

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