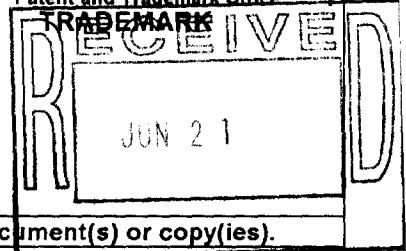


06-30-1999

U.S. Department of Commerce  
Patent and Trademark Office



101082217



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other \_\_\_\_\_
- License
- Nunc Pro Tunc Assignment
- Effective Date  
Month Day Year \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Muzak Limited Partnership

031899

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization \_\_\_\_\_

Receiving Party

Mark if additional names of conveying parties attached

Name Muzak LLC

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 2901 Third Avenue

Address (line 2) Suite 400

Address (line 3) Seattle

WA

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company

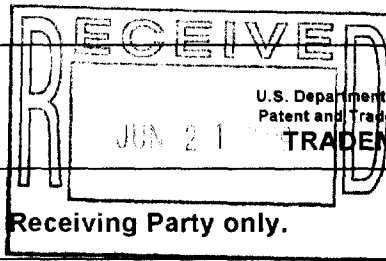
If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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



**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)

<input type="text" value="75454479"/>	<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"/>	<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.

Harold J. Milstein  
Name of Person Signing

Signature

June 15, 1999  
Date Signed

CERTIFICATE OF MERGER

MERGING

MUZAK LIMITED PARTNERSHIP, a Delaware limited partnership

INTO

AUDIO COMMUNICATIONS NETWORK, LLC  
a Delaware limited liability company

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

**FIRST:** That the name and state of formation and organization of each of the domestic limited liability companies or other business entities which are to merge (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Formation or Organization</u>
Muzak Limited Partnership	Delaware
Audio Communications Network, LLC	Delaware

**SECOND:** That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

**THIRD:** That the name of the surviving limited liability company of the merger is Audio Communications Network, LLC and shall continue its existence as said limited liability company under the new name of "Muzak LLC," upon the effective date and time of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

**FOURTH:** The effective date and time of the merger shall be the time of the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

NYFS08....\63\64543\0011\2352\CER3129H.07A

RECEIVED TIME APR. 12. 7:59AM

PRINT TIME APR. 12. 8:01AM  
TRADEMARK

REEL: 001921 FRAME: 0333

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving domestic limited liability company, the address of which is Muzak LLC, 2901 Third Avenue, Suite 400, Seattle, Washington 98121.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company, on request and without cost, to any partner, member or other person holding an interest in either of the Constituent Entities.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the  
18th day of March, 1999.

AUDIO COMMUNICATIONS NETWORK, LLC

By: Robert MacInnis

Name: Robert MacInnis  
Title: Vice President

3

NYFS08...18016456310011123571CER3129M.87A

RECEIVED TIME APR. 12. 7:59AM

PRINT TIME APR. 12. 8:01AM

RECORDED: 06/21/1999

TRADEMARK  
REEL: 001921 FRAME: 0335