

11-22-1999



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RECORDATION FORM COVER SHEET
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U.S. Patent & TMO/TM Mail Rcpt Dt. #57

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

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New		<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission Document ID # <input type="text"/>	(Non-Recordation)	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
<input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/>		<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year <input type="text"/>
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		<input type="checkbox"/> Other <input type="text"/>	

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of conveying parties attached

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DBA/AKA/TA

Composed of

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Individual General Partnership Limited Partnership 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.)

Corporation Association

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Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:
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Name

Address (line 1)

Address (line 2)

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Name

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Address (line 3)

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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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1802376"/>	<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 Date Signed

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:

"MUZAK LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "AUDIO COMMUNICATIONS NETWORK, LLC" UNDER THE NAME OF "MUZAK LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991288882

AUTHENTICATION: 9870966

DATE: 07-19-99

TRADEMARK
REEL: 001990 FRAME: 0780

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.

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 P. MacInnis

Name: Robert MacInnis

Title: Vice President