

12-02-1999

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of P.

Attach the attached original documents or copy thereof.

1. Name of conveying party(ies):
Audio Book Club, Inc

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

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

2. Name and address of receiving party(ies):
 Name: MediaBay, Inc.
 Internal Address: P.O. Box 5010
 Street Address: 2295 Corporate Blvd, NW
 City: Boca Raton State: FL ZIP: 33431

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

3. Nature of conveyance: 11.26.99

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 9/27/99

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See attached schedule

B. Trademark registration No.(s)
See attached schedule

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jeffrey M Samuel
 Internal Address:
 Street Address: 228 Pineland Dr
 City: Copley State: OH ZIP: 43321

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41):.....\$ 498
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (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.
Jeffrey M Samuel Jeffrey M Samuel 11/23/99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 19

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

00000214 2117493
40-99-001
150-00-001
12/01/1999 TT0111
01 FC:481
02 FC:482

ATTACHMENT TO COVER SHEET

4. Application number(s) or registration(s) numbers:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/382801
75/382818
75/646314
75/744369
75/744574
75/744367
75/744368
75/746839
75/746838

2,117,493
2,097,439
2,097,440
2,110,587
2,158,535
1,938,108
1,965,035
2,238,439
2,244,389
2,252,868

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AUDIO BOOK CLUB, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I, which is hereby amended to change the name of the corporation, shall read as follows:

"The name of the corporation shall be:

MediaBay, Inc."

FILED
99 OCT 19 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 27, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

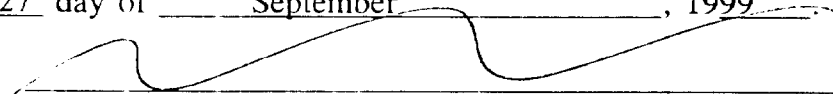
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27 day of September, 1999

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

NORTON HERRICK

Typed or printed name

CHIEF EXECUTIVE OFFICER

Title