

12-20-1999



101228000

ER SHEET

MJD 12.17.99

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) as specified.

Submission Type

- New
- Resubmission Non-Registration
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month _____ Day _____ Year
11101999

Name ARTISTdirect LLC

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name ARTISTdirect, Inc.

DBA/AKA/TA _____

Composed of _____

Address (no 1) 17835 Ventura Blvd, Suite 310

Address (no 2) _____

Address (no 3) Encino CA 91316

- Individual General Partnership Limited Partnership Corporation Association
- 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.)

12/20/1999 00001% 736753

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40.00 OP
200.00 SP

Public burden reporting for this collection of information is estimated to average approximately 10 minutes per form. Must be recorded, including fees for recording 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 (2000-0000), Washington, D.C. 20503. See also Information Collection Burden Package 0001-0000, Patent and Trademark Assignment Practice. Do NOT SEND COMMENTS TO REDUCE BURDEN ESTIMATES 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

TRADEMARK
REEL: 002000 FRAME: 0613

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="7566753E"/>	<input type="text" value="75667537"/>	<input type="text" value="75667539"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75669141"/>	<input type="text" value="75669139"/>	<input type="text" value="75669140"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75768869"/>	<input type="text" value="75768868"/>	<input type="text" value="75768811"/>	<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.

Kevin M. MOSS

Name of Person Signing

Signature

Date Signed

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 MERGER, WHICH MERGES:

"ARTISTDIRECT, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY, WITH AND INTO "ARTISTDIRECT, INC." UNDER THE NAME OF "ARTISTDIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
 Edward J. Freel, Secretary of State

3069767 8100M
 991422950

AUTHENTICATION: 0013111
 DATE: 10-06-99

TRADEMARK
 REEL: 002000 FRAME: 0615

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:01 PM 12/04/1999
001422990 - 3009767

**CERTIFICATE OF MERGER
MERGING
ARTISTdirect, LLC
WITH AND INTO
ARTISTdirect, INC.**

Pursuant to Section 264 of the
General Corporation Law of the State of Delaware

ARTISTdirect, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger ("Merger") of ARTISTdirect, LLC, a California limited liability company ("ARTISTdirect"), with and into the Company, the Company remaining as the surviving corporation (the "Surviving Corporation"):

FIRST: ARTISTdirect, Inc. is a corporation formed under the laws of the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). ARTISTdirect, LLC is a California limited liability company organized pursuant to the Revised Limited Liability Company Act of the State of California.

SECOND: An agreement and plan of merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 264(c) of the DGCL.

THIRD: ARTISTdirect, Inc. shall be the name of the Surviving Corporation.

FOURTH: The Certificate of Incorporation of ARTISTdirect, Inc., as now in force and effect, shall be the Certificate of Incorporation of Surviving Corporation with amended and changed pursuant to the provisions of the DGCL.

FIFTH: The merger of ARTISTdirect, LLC into ARTISTdirect, Inc. shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at the principal office of the Surviving Corporation, 1705 Venture Boulevard, Suite 310, San Jose, California 95131.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of ARTISTdirect, Inc. and to any member of ARTISTdirect, LLC.

IN WITNESS WHEREOF, ARTISTdirect, Inc. has caused this Certificate of Merger to be signed by its duly authorized officer, this 3rd day of September, 1999.

ARTISTdirect, Inc.

By: M. F. [Signature]
Mark F. [Name]

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