FORM PTO-1618A Expires 06/30/99

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Reel # Frame #	Change of Name
Corrective Document	
Reel # Frame #	Other
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name DMX, INC.	09-01-98
Formerly	
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Individual General Partnership	Limited Partnership X Corporation Association
Other	
Gitizenship/State of Incorporation/Organiza	Hion Delaware
Receiving Party	Mark if additional names of receiving parties attached
Name DMV IIC	
Name DMX, LLC	
DBA/AKA/TA	
Compaced of	
Composed of	
Address (line 1) 11400 West Olympic Bld	v
Address (line 2) Suite 1100	
Address (line 3) Los Angeles	California 90064-1507
City	State/Country Zip Code
assignment and the receiving party is	
Corporation Association not domiciled in the United States, an appointment of a domestic	
representative should be attached.	
Y Other <u>Melaware Limited Liability Company</u> (Designation must be a separate document from Assignment.)	
Citizenship/State of Incorporation/Organization	
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Correspond	ient Name and Address Area Code and Telephone Number
Name	Janet A. Marvel, Esq.
Address (line 1)	Pattishall, McAuliffe, Newbury, Hilliard & Geraldson
Address (line 2)	311 South Wacker Drive
Address (line 3)	Suite 5000
Address (line 4)	Chicago, IL 60606
Pages	Enter the total number of pages of the attached conveyance document including any attachments.
Enter either the	Application Number(s) or Registration Number(s) Mark if additional numbers attached to Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s) Registration Number(s) 2086618 1719992 1739570 1901499 1736237 1819726
Number of	Properties Enter the total number of properties involved. # 6
Fee Amoun	Fee Amount for Properties Listed (37 CFR 3.41): \$ 165.00
Deposit A	of Payment: Enclosed X Deposit Account
Statement a	and Signature
To ti attac indic At	the best of my knowledge and belief, the foregoing information is true and correct and any ched copy is a true copy of the original document. Charges to deposit account are authorized, as cated herein. The C. Al-Sakhria
	of Person Signing Signature Date Signed ERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10 "Express Mail" Mailing Label Number: EL415797595US Date of Deposit: February 1, 2000

1, Ana C. Al-Sakhria, hereby certify that the document to which this Certificate is affixed is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on the Date of Deposit shown above

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RECORDATION FORM COVER SHEET

Submission Type New Resubmission Document ID # Correction of PTO Error Reel # Frame # Other Corrective Document Reel # Frame # Other Conveying Party Individual General Partnership Limited Partnership Name DMX Inc. Delaware Receiving Party Name DMX, LLC DBA/AKA/TA Composed of Address (line 2) Address (line 3) City State-country Individual General Partnership Limited Partnership State Country Individual General Partnership Limited Partnership Gille Delaware If document to be recorded is an assignment and the receiving parties attached. (Designation must be a separate document from Assignment) Citizenship/State of Incorporation/Organization Citizenship/State of Incorporation/Organization Citizenship/State of Incorporation/Organization	 	EMARKS ONLY s: Please record the attached original document(s) or copy(ies).
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1/1999 DNGUYEN 00000242 2086618 FOR OFFICE USE ONLY	Corporation Association X Other Delaware Limited Liabil	representative should be attached. (Designation must be a separate document from Assignment.)

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Name	
Address (line 1)	
Address (line 2)	
Address (line 3)	
Address (line 4)	
Correspond	dent Name and Address Area Code and Telephone Number 312-554-8000
Name	Janet A. Marvel, Esq.
Address (line 1)	Pattishall, McAuliffe, Newbury, Hilliard & Geraldson
Address (line 2)	311 S. Wacker Drive
Address (line 3)	Suite 5000
Address (line 4)	
Pages	Enter the total number of pages of the attached conveyance document including any attachments.
Enter either the	Application Number(s) or Registration Number(s) Trademark Application Number of the Registration Number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s) Registration Number(s) 2086618 1719992 1739570 1901499 1736237 1819726
Number of	Properties Enter the total number of properties involved. # 6
Fee Amoun	Fee Amount for Properties Listed (37 CFR 3.41): \$ 165.00
Method of Payment: Enclosed X Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 16-0650 Authorization to charge additional fees: Yes X No	
Statement a	and Signature
To th attac indic	the best of my knowledge and belief, the foregoing information is true and correct and any ched copy is a true copy of the original document. Charges to deposit account are authorized, as cated herein.
<u>Laura J</u> Name	. Lew JWWW7 JWW / 10-10-17 JWW of Person Signing Signature Date Signed
	ATE OF EXPRESS MAIL UNDER 37 CFR 1.10 "Express Mail" Mailing Laber Number: EL415798857US Date of Deposit: October 12, 1999

I, Laura J. Lew, hereby certify that the document to which this Certificate is affixed is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on the Date of Deposit shown above.

REEL: 002022 FRAME: 0107

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:

"DMX INC.", A DELAWARE CORPORATION,

2932073

WITH AND INTO "DMX, LLC" UNDER THE NAME OF "DMX, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

9829642

TRADEMARK
REEL: 002022 FRAME: 0108

CERTIFICATE OF MERGER OF DMX INC.

a Delaware corporation, with and into DMX, LLC,

a Delaware limited liability company, which shall be the surviving entity of the merger.

- 1. This Certificate of Merger is between DMX. Inc., a Delaware corporation ("DMX Inc."), and DMX, LLC, a Delaware limited liability company ("Survivor").
- This agreement of merger has been approved and adopted, certified, executed and acknowledged by each of the constituent corporation and the constituent limited liability company in accordance with Section 18-209 of the Delaware Limited Liability Company Act.
- 3. Effective September: 1, 1998 at 12:01 a.m. Mountain Time ("the Effective Date"), DMX Inc. shall be merged with and into the Survivor and the separate existence of DMX Inc. shall cease, with the effect that the Survivor shall thereupon and thereafter possess and be vested with all the rights, privileges, immunities, franchises, causes of action and property and be responsible and liable for all the liabilities and obligations of DMX Inc. Upon the Effective Date each share of DMX Inc. shall be canceled. From and after the Effective Date, the Certificate of Formation and Operating Agreement of the surviving limited liability corporation shall be the Certificate of Formation and Operating Agreement of Survivor.
- 4. An executed agreement of merger is on file at an office of the surviving limited liability company at \$101 Prentice Avenue, Suite 500, Englewood, Colorado \$0111.
- A copy of the agreement of merger will be furnished by the surviving limited liability company on request and without cost to any stockholder or member of any constituent corporation or limited liability company.
- 6. This merger shall be effective on the Effective Date unless terminated prior to that date by the board of directors of any constituent corporation or limited liability company.

a Delaware limited liability company
By: TCI Music, Inc., Member
By:
Stephen M. Brett
Vice President

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 08/31/1998 981339066 - 2932073

CERTIFICATE OF MERGER OF DMX INC.

a Delaware corporation, with and into DMX, LLC.

a Delaware limited liability company, which shall be the surviving entity of the merger.

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- 6. This merger shall be effective on the Effective Date unless terminated prior to that date by the board of directors of any constituent corporation or limited liability company.

DMX INC., a Delaware corporation	DMX, LLC, a Delaware imited liability company
_	By: TCI Muxic, Inc., Member
By: Gary Sustarsic	By: Stephen M. Brett
Vice President	Stephen M. Brett Vice President

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RECORDED: 10/12/1999