

MAD RECO 3-21

04-24-2000

HEET



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To the Honorable Commissioner of Patent

1. Name of conveying party(ies):

Audio Book Club, Inc.

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 19, 1999

2. Name and address of receiving party(ies)

Name: Media Bay, Inc.

Internal Address: Suite 222

Street Address: 2295 Corporate Blvd.

City: Boca Raton State: FL ZIP: 33431

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 390.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

04/24/2000 ITON11 00000222 2097439

01 FC:481
02 FC:482

40.00 OP
300.00 OP

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.

Laura Konrath

Name of Person Signing

Laura Konrath
Signature



Ref: ITON11 000002272 2000 04/24

CHEQUE REFUND TOTAL: \$390.00

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

Intellectual Property

<u>Trademarks</u>	<u>Registration No.</u>
Mark/Work	
Miscellaneous Design	No. - 2,097,439 <i>Audio</i>
Miscellaneous Design	No. - 2,097,440 <i>Audio</i>
Audio Book Club & Design	No. - 2,110,587 <i>Audio</i>
Miscellaneous Design	No. - 1,938,108 <i>Audio</i>
Audio Book Club & Design	No. - 1,965,035 <i>Audio</i>
Where Books Come to Life! & Design	No. - 2,117,493 <i>Audio</i>
Audio Book Club - Where Books Come to Life & Design	No. - 2,158,535 <i>Audio</i>
Audio Book Club - World's Largest Selection & Design 75/382801	Pending - Filed 10/31/97 <i>Audio</i>
Audio Book Club - World's Largest Selection of Audio Books & Design 75/382818	Pending - Filed 10/31/97 <i>Audio</i>
Miscellaneous Design 75/389209	Pending - Filed 11/13/97 <i>Audio</i>
Where Books Come to Life!	Pending - Filed 11/13/97 <i>Audio</i>
Audio Book Club - Where Books Come to Life & Design 75/389207	Pending - Filed 11/13/97 <i>Audio</i>
Books Alive! 75/468837	Pending - Filed 11/13/98
Books Alive! com 75/468846	Pending - Filed 11/13/98
Audio Book Club 75/567910	File Refusal Entered; Appeal Pending <i>Audio</i>

74/567910

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on October 19, 1999, for AUDIO BOOK CLUB, INC. changing its name to MEDIABAY, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P93000057810.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of January, 2000



CR2E02: (1-99)

Katherine Harris

Katherine Harris
Secretary of State

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

WINSTON & STRAWN

43 RUE DU RHODÉ
1204 GENEVA, SWITZERLAND

444 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90071-2911

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1400 L STREET, N.W.
WASHINGTON, D.C. 20005-3502

(312) 558-6352

March 13, 2000

CERTIFIED MAIL/R.R.R.

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231
Attn: Trademark Assignment Department

Re: Fleet/Audio Book Club/Media Bay, Inc.

Dear Commissioner:

Enclosed is a Corporate Name Change together with a check in the amount of \$390.00 payable to the Commissioner of Patents and Trademarks for the assignment recordation fees.

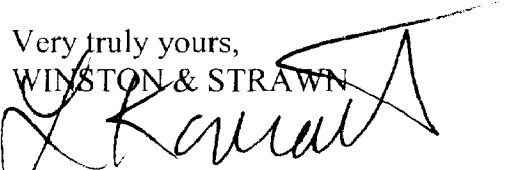
Please file the enclosed with the Trademark Assignment Department of the U.S. Patent and Trademark Office. When the filing process is completed, please send the file-stamped document to the following address:

Laura L. Konrath
WINSTON & STRAWN
35 W. Wacker Drive
Chicago, IL 60601

Should you require any additional information, please do not hesitate to call.

Thank you for your attention to this matter.

Very truly yours,
WINSTON & STRAWN


Laura L. Konrath
Senior Legal Assistant

LLK:kaj
Enclosures

TRADEMARK
REEL: 002062 FRAME: 0274

Intellectual Property

Trademarks	Registration No.
Mark/Work	
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Where Books Come to Life!	Pending - Filed 11/13/97 22,441,389 reg. Audio
Audio Book Club - Where Books Come to Life & Design 75/389207	Pending - Filed 11/13/97 Audio
Books Alive! 75/468847	Pending Filed 4/16/98
Books Alive! 75/468846	Pending Filed 4/16/98
Audio Book Club 75/567910	File Refusal Entered; Appeal Pending Audio

Books Alive! 75/468847
 Books Alive! 75/468846
 Audio Book Club 75/567910

74/567,910
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