

FORM PTO-1618A
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06-26-2000



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

Submission Type

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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

Name Virtual Music Entertainment, Inc.

Execution Date
Month Day Year
04072000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Namco Acquisition Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3 Riverside Drive

Address (line 2) _____

Address (line 3) Andover

Massachusetts

01810

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

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.)

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01 FC:481 40.00 CH
02 FC:482 25.00 CH

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

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.

DI JIANG-SCHUERGER

Name of Person Signing

Di Jiang-Schuenger

Signature

6/1/00

Date Signed

Office of the Secretary of State

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:

"VIRTUAL MUSIC ENTERTAINMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "NAMCO ACQUISITION CORPORATION" UNDER THE NAME OF "NAMCO ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF APRIL, A.D. 2000, AT 3:30 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0367165

DATE: 04-07-00

TRADEMARK
REEL: 002092 FRAME: 0306

CERTIFICATE OF MERGER
OF
VIRTUAL MUSIC ENTERTAINMENT, INC.
INTO
NAMCO ACQUISITION CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Virtual Music Entertainment, Inc.	Delaware
NAMCO Acquisition Corporation	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is NAMCO Acquisition Corporation.


FOURTH: The Certificate of Incorporation of NAMCO Acquisition Corporation will be the Certificate of Incorporation of the surviving corporation after the merger.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 3 Riverside Drive, Andover, Massachusetts 01810.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: April 7, 2000

NAMCO ACQUISITION CORPORATION
(Survivor)

By: 
Name: Kevin Hayes
Title: President