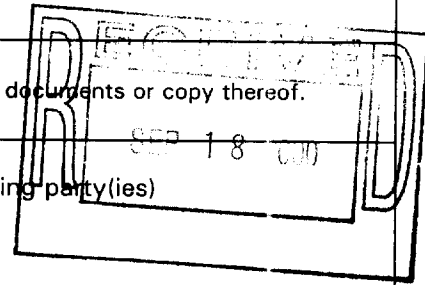




101489962

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.



1. Name of conveying party(ies):
 Music Entertainment Group, Inc.
 9.18.00
 Additional name(s) of conveying party(ies) attached? No

2. Name and address of receiving party(ies)
 Benson Records, Inc.
 741 Cool Springs Blvd.
 Franklin, TN 37067
 Additional name(s) & address(es) attached?

3. Nature of conveyance:
 Change of Name
 Execution Date: March 20, 1997

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s):
 B. Trademark No.(s): 1,206,063; 1,240,944
 1,228,288; 1,343,958; 1,363,006
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: WADDEY & PATTERSON
 Internal Address: BANK OF AMERICA PLAZA
 SUITE 2020
 Street Address: 414 UNION STREET
 City: NASHVILLE State: TN Zip: 37219
 Customer No. 23456

6. Total number of applications and trademarks involved: 1
 7. Total fee (37 CFR 3.41):.....\$140.00
 The fee is authorized to be charged to deposit account
 8. Deposit account number:
 23-0035
 (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.

10/17/2000 GTOM11 00000098 230035 1206063

01 FC:481 40.00 CH
 02 FC:482 100.00 CH
 Edward D. Lanquist, Jr.

SEP 13, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 5

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

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAR 25 1997



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

F 970321000626

UNI-37

CERTIFICATE OF AMENDMENT

OF

MUSIC ENTERTAINMENT GROUP, INC.

Under Section 805 of the Business Corporation
Law of the State of New York

icc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 2 1997
TAX \$ _____
BY: ASC
My

DeCampo Diamond & Ash
805 Third Avenue
New York, New York 10022

BILL

3

970321000675

F970321000626

STATE OF NEW YORK

CERTIFICATE OF AMENDMENT

UNI-37

OF

CERTIFICATE OF INCORPORATION

OF

MUSIC ENTERTAINMENT GROUP, INC.

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the Vice-President and Secretary of the corporation, hereby certify that:

FIRST: The name of the corporation is Music Entertainment Group, Inc.

SECOND: The Certificate of Incorporation was filed with the Secretary of State of New York on August 12, 1992.

THIRD: The Certificate of Incorporation is hereby amended as follows:

A. Article FIRST of the Certificate of Incorporation is amended to change the name of the corporation. Such Article FIRST shall, in its entirety, read as follows:

"FIRST: The name of the corporation is Benson Records, Inc."

B. Article FOURTH of the Certificate of Incorporation relating to the capitalization of the corporation is amended to eliminate all twenty-five thousand (25,000) authorized shares of preferred stock, \$0.01 par value per share, none of which is issued and outstanding. Such Article FOURTH shall, in its entirety, read as follows:

"FOURTH: The aggregate number of shares which the corporation shall have authority to issue is twenty-five thousand (25,000) shares of common stock, par value \$0.01 per share. The holders of shares of common stock shall have one vote per share."

C. Article FIFTH of the Certificate of Incorporation is amended to change the person and address to which copies of process against the corporation served upon the Secretary of State are to be delivered. Such Article FIFTH shall, in its entirety, read as

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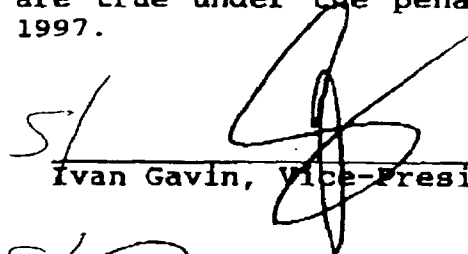
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follows:

"FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is Brentwood Music, Inc., One Maryland Farms, Suite 200, Brentwood, Tennessee 37037, Attention: President."

FOURTH: The foregoing amendments to the Certificate of Incorporation were authorized by the unanimous written consent of the Board of Directors of the corporation and the written consent of the sole shareholder of the corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 20th day of March, 1997.


Ivan Gavin, Vice-President


Paul Katz, Secretary

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