

04-27-2001

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101689718

U.S. Patent & Trademark Office, Department of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

TEAC CORPORATION OF AMERICA

4.17.01

- Individual(s)
- General Partnership
- Corporation-State -California
- 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: 10/1/88

2. Name and address of receiving party(ies):

Name: TEAC America, Inc.

Internal Address:

Street Address: 7733 Telegraph Road

City: Montebello State: CA ZIP: 90640

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

If assignee is not domiciled in the United States, a domestic representative designation 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 registration number(s):

A. Trademark Application No.(s)



04-17-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #11

Additional numbers attached? Yes No

B. Trademark registration No.(s)

1,156,190

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

Name: Deborah Wing

Internal Address: Katten Muchin Zavis

Street Address: 525 West Monroe Street

Suite 1600

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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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.

Deborah A. Wing
Name of Person Signing

Signature

4/17/01
Date

Total number of pages comprising cover sheet:

1

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 12 2001



Bill Jones

Secretary of State

NGro

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FILED
In the office of the Secretary of State
of the State of California

OCT - 1 1988

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TEAC CORPORATION OF AMERICA

Marcia Fong Eu
MARCIA FONG EU, Secretary of State

We, Gary Beckerman, the Vice President and David B. Schulman, the Secretary, of TEAC Corporation of America, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Vice President and the Secretary, respectively, of TEAC Corporation of America, a California corporation.
2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.
3. The amendment so approved by the Board of Directors is as follows:

Article One of the Articles of Incorporation of this corporation is amended to read as follows:

ONE: The name of this corporation is TEAC America, Inc.

4. That the sole shareholder has adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the sole shareholder is the same as that set forth in Article 3 above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California Corporations Code.
5. The designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitle to vote on or to give written consent to said amendment for approval thereof are as follows:

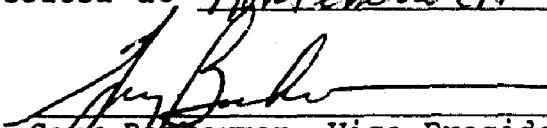
<u>Designation</u>	<u>Number of Shares Outstanding Entitled To Vote or Give Written Consent</u>	<u>Minimum Percentage Vote Required to Approve</u>
Common	55,000	More than 50%

The designation of the total number of any outstanding shares of any class or series entitled to give written consent to or to vote on said amendment or a class or series and the minimum percentage vote required of each such class or series for approval of said amendment are as follows:


<u>Designation</u>	<u>Number of Shares Outstanding Entitled To Vote or Give Written Consent</u>	<u>Minimum Percentage Vote Required to Approve</u>
N/A	N/A	N/A

6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote. Said minimum percentage vote is set forth in Article 5 of this certificate.
7. This certificate shall become effective on October 1, 1988.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Montebello CA on September 14, 1988.



 Gary Beckerman, Vice President



 David B. Schulman, Secretary

