

07-23-2001

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To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies):

UNIVERSAL RECORDS, INC.

- Individual(s)
- General Partnership
- Corporation-State
- 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: November 30, 1999



101785979

Receiving party(ies):  
Name: UMG RECORDINGS, INC.

Internal Address: \_\_\_\_\_

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

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

75/068071  
75/336611

B. Trademark registration No.(s)

MMD 7.16.01

Additional numbers attached?  Yes  No

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

Name: Anne B. Nielsen

Internal Address: LRW-6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved: \_\_\_\_\_

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0333

(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.

Anne B. Nielsen  
Name of Person Signing

[Signature]  
Signature

7-11-01  
Date

Total number of pages comprising cover sheet:

5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/20/2001 LUNELLER 00000174 500333 75068071

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

01 FC:401  
02 FC:402

40.00 CH  
25.00 CH

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CERTIFICATE OF MERGER

of

UNIVERSAL RECORDS, INC.

with and into

UMG RECORDINGS, INC.

Pursuant to Section 252 of the  
General Corporation Law  
of the State of Delaware

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, UMG Recordings, Inc., a Delaware corporation ("UMG Recordings"), hereby certifies the following information relating to the merger of Universal Records, Inc., a California corporation ("Universal Records"), with and into UMG Recordings:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
UMG Recordings, Inc.	Delaware
Universal Records, Inc.	California

SECOND: The Agreement of Merger, dated as of June 30, 1999, between UMG Recordings, Universal Records and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings and Universal Records (the "Merger Agreement"), setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger is UMG Recordings, Inc.

FOURTH: The certificate of incorporation of UMG Recordings shall be the certificate of incorporation of the surviving corporation.


FIFTH: The executed Merger Agreement is on file at the principal business offices of the surviving corporation at 70 Universal City Plaza, Universal City, CA 91608.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of UMG Recordings or Universal Records.

SEVENTH: The authorized capital stock of Universal Records consists of 1,000 shares of common stock, no par value per share.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the 15<sup>th</sup> day of October, 1999.

UMG RECORDINGS, INC.

By:   
Karen Randall  
Senior Vice President

Office of the Secretary of State

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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:

"UNIVERSAL RECORDS, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "UMG RECORDINGS, INC." UNDER THE NAME OF "UMG RECORDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 12:50 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: 0108562  
DATE: 11-30-99