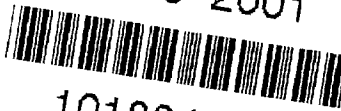


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Ref. ID 101751993 DMX, LLC

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 30, 2000

2. Name and address of receiving party(ies)

Name: DMX MUSIC, INC. Internal Address: 11400 West Olympic Boulevard

Street Address: City: Los Angeles State: CA Zip: 90064

- 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) 75/684707; 75/770936; 75/829792 75/829791; 75/599716; 75/682336

B. Trademark Registration No.(s) 1719992; 1819726; 1736237; 1901499; 2086618; 2420736; 2445947

Additional number(s) attached Yes No

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

Name: Janet A. Marvel, Esq. Internal Address: Pattishall, McAuliffe, Newbury, Hilliard & Geraldson

Street Address: 311 South Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): \$ 340.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 16-0650

(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.

Ana C. Al-Sakhria Name of Person Signing Ref. ID 101751993

Signature

8/29/01 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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

"Express Mail" Mailing Label No: EL 922962708 US Date of Deposit: August: 29, 2001

I hereby certify that the document to which this Certificate is affixed is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to: Paula McCray, Examiner, U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy., Suite 320, Washington, D.C. 20231 on the Date of Deposit shown above.

Sandra Semese TRADEMARK REEL: 002362 FRAME: 0227

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 CONVERSION OF "DMX, LLC", CHANGING ITS NAME FROM "DMX, LLC" TO "DMX MUSIC, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF APRIL, A.D. 2000.



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

Edward J. Freel, Secretary of State

0599271

AUTHENTICATION:

08-03-00

DATE:

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CERTIFICATE OF INCORPORATION

OF

DMX MUSIC, INC.

I, the undersigned, for purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

**ARTICLE I
NAME**

The name of the corporation is: **DMX Music, Inc.**

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the corporation is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV
AUTHORIZED STOCK**

The total number of shares of stock which the corporation shall have authority to issue is 50,000. All such shares are to be Common Stock, par value of \$.01 each per share, and are to be of one class.

**ARTICLE V
INCORPORATOR**

The incorporator of the corporation is Michael J. Borchlewicz, whose mailing address is 633 Seventeenth Street, Suite 3000, Denver, CO 80202.

**ARTICLE VI
ELECTIONS OF DIRECTORS**

Elections of directors need not be by written ballot, except and to the extent provided in the bylaws of the corporation.

**ARTICLE VII
AMENDMENT OF BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any bylaw adopted by them or otherwise.

**ARTICLE VIII
AMENDMENTS TO CERTIFICATE OF INCORPORATION**

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

**ARTICLE IX
INITIAL DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The names and mailing addresses of the persons who are to serve as the initial directors of the corporation until the first annual meeting of stockholders of the corporation, or until their successors are duly elected and qualified, are:

Robert R. Bennett

9197 South Peoria Street
Englewood, Colorado 80112

David B. Koff

9197 South Peoria Street
Englewood, Colorado 80112

Lee Masters

12312 Olympic Boulevard
Los Angeles, California 90064

Lon Troxel

11400 W. Olympic Blvd., Suite 1100
Los Angeles, CA 90064

The governing body of this corporation shall be a board of directors. The number of directors may, from time to time, be increased or decreased in such manner as shall be provided by the bylaws of this corporation. The powers of the board shall commence upon the acceptance for filing of this Certificate of Incorporation by the Delaware Secretary of State.


**ARTICLE X
LIMITATION OF DIRECTOR LIABILITY**

No director of the corporation shall have any liability to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law, as amended from time to time. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation existing hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE XI
EFFECTIVE DATE AND TIME**

This Certificate of Incorporation is to be effective at 8:00 a.m. pacific time (11:00 a.m. eastern time) on April 30, 2000.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this the 27th day of April, 2000.



Michael J. Borchlewicz
Incorporator