FORM **PTO-1594**

09-17-2001

101845478

IEETU.S. DEPARTMENT OF COMMERCE

To the Honorable Commissioner of **'d the attached original documents or copy thereof.**

1. Name of conveying party(ies):
Harman Music Group, Incorporated 09/07/01

[ ] Individual(s) [ ] Ltd. Partnership
[ ] General Partnership [ ] Association
[X] Corporation-State -- **Delaware**
[ ] Other

Additional names of conveying party(ies) attached?
[ ] Yes [x] No

2. Name and address of receiving party(ies)
Harman International Industries, Incorporated
8500 Balboa Blvd.
Northridge, CA 91329

[ ] Individual(s) citizenship
[ ] General Partnership
[ ] Limited Partnership
[X] Corporation-State - **Delaware**
[ ] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached [ ] Yes [X] No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance:

[X] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[ ] Other

Execution Date: **August 30, 2001**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,085,243 2,036,492
1,032,613

Additional numbers attached? [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Robert P. Hart, Esq.
Harman International Industries, Incorporated
8500 Balboa Blvd.
Northridge, CA 91329

6. Total number of applications and registrations involved: [3]

7. Total fee (37 CFR 3.41).....**$90.00**
[X] Enclosed
[X] Authorized to be charged to deposit account

8. Deposit account number: **50-1929**
(Attach duplicate copy of this page if paying by deposit account)

09/17/2001 LHUELLER 00000016 2085243
01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

Robert P. Hart — Signature — 9/4/01 — Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: [13]

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK ASSIGNMENT

WHEREAS, **Harman Music Group, Incorporated** a corporation of the State of **Delaware**, having an address at **8500 Balboa Boulevard, Northridge, California 91329** (hereinafter "Assignor"), is the owner of the following United States Trademark Registrations (hereinafter "the Registrations");

Mark	Registration No.	Registration Date
DBX II	2,085,243	August 5, 1997
DBX	1,032,613	February 3, 1976
DBX	2,036,492	February 11, 1997

WHEREAS, **Harman Music Group Incorporated** is a **Delaware** corporation in good standing having an address at **8500 Balboa Boulevard, Northridge, California 91329**;

WHEREAS, **Harman International Industries, Incorporated** is the parent corporation and **Harman Music Group, Incorporated** is its wholly owned subsidiary;

WHEREAS, **Harman Music Group, Incorporated** a **Utah** corporation, assigned all rights to **Harman Music Group, Incorporated** a **Delaware** corporation (the "Assignee") on **October 6, 1998**;

WHEREAS, it is and has been the parties' intent that Assignee use the marks in connection with the same goods and services recited in the Registrations;

WHEREAS, it is and has been the parties' intent that Assignee exert control over the nature and quality of the goods and services recited in the Registrations;

WHEREAS, per the parties' intent, on **October 6, 1998,** Assignee acquired the right, title and interest to said trademarks and the Registrations with the goodwill of the business associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged by the Assignor, the Assignor hereby sells, assigns and transfers unto said Assignee, its successors and assigns the entire right, title and interest, in the United States to the trademarks and the Registrations together with the goodwill of the business associated therewith.

The Assignor does hereby further sell, assign and transfer to the said Assignee any and all causes of action, claims, demands, or other rights occasioned from or because of any and all past infringements of said service marks and trademarks, together with the right in Assignee, its successors, assigns, or other legal representatives, to sue and recover therefore, including the right to bring suit in its own name, and to receive, retain, hold and enjoy for its own use and

behalf, and for the use and behalf of its successors, assigns or other legal representatives, any and all damages, profits, or other recoveries or compensation on account thereof or resulting therefrom.

IN WITNESS WHEREOF, the undersigned Assignor has hereto caused this Assignment to be signed by its duly authorized officer on the date listed below.

Harman Music Group, Incorporated
Assignor

Dated: AUGUST 30, 2001

By Edwin C. Summers
Edwin C. Summers
Assistant Secretary

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On AUGUST 30, 2001, before me, KAREN EAMES, Notary Public, personally appeared EDWIN C. SUMMERS, personally known to me ~~(or proved to me on the basis of satisfactory evidence)~~ to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal

Karen Eames
SIGNATURE OF NOTARY PUBLIC

KAREN EAMES
Commission # 1214842
Notary Public - California
Los Angeles County
My Comm. Expires Apr 2, 2003

TRADEMARK
REEL: 002367 FRAME: 0864

State of Delaware

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:

"HARMAN MUSIC GROUP, INCORPORATED", A UTAH CORPORATION,

WITH AND INTO "HARMAN MUSIC GROUP, INCORPORATED" UNDER THE NAME OF "HARMAN MUSIC GROUP, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF OCTOBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9345691

DATE: 10-08-98

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981390374

CERTIFICATE OF MERGER

OF

HARMAN MUSIC GROUP, INCORPORATED,
a Utah corporation

AND

HARMAN MUSIC GROUP, INCORPORATED,
a Delaware corporation

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

   (i) Harman Music Group, Incorporated, which is incorporated under the laws of the State of Delaware ("HD"); and

   (ii) Harman Music Group, Incorporated, which is incorporated under the laws of the State of Utah ("HU").

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the merger herein certified is Harman Music Group, Incorporated, a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.

4. The Certificate of Incorporation of HD, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Delaware.

TRADEMARK
REEL: 002367 FRAME: 0866

5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at the principal office of the surviving company, the address of which is as follows:

8500 Balboa Boulevard
Northridge, California 91329

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of aforesaid constituent corporations.

7. HU is authorized to issue 10,000 shares of capital stock, par value of $1.00 per share.

Dated: October 6, 1998

HARMAN MUSIC GROUP, INCORPORATED,
a Delaware corporation

By: _____
Frank Meredith
Its Chief Financial Officer and
Assistant Secretary

Dated: October 6, 1998

HARMAN MUSIC GROUP, INCORPORATED,
a Utah corporation

By: _____
Frank Meredith
Its Assistant Secretary

TRADEMARK
REEL: 002367 FRAME: 0867

State of Delaware

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 INCORPORATION OF "HARMAN MUSIC GROUP, INCORPORATED", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

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

Edward J. Freel

Edward J. Freel, Secretary of State

2818476 8100

971380676

8750825

11-12-97

CERTIFICATE OF INCORPORATION

OF

HARMAN MUSIC GROUP, INCORPORATED

A STOCK CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Harman Music Group, Incorporated.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: 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.

FOURTH: The total number of shares of which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value of $0.01 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on

TRADEMARK
REEL: 002367 FRAME: 0870

the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: 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 herein or by applicable 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 this reservation.

TENTH: The name and mailing address of the incorporator is Wendy Dann Adato, 1450 G Street, N.W., Suite 700, Washington, D.C. 20005.

ELEVENTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

NAME	MAILING ADDRESS
Sidney Harman	8500 Balboa Boulevard Northridge, CA 91329
Bernard A. Girod	8500 Balboa Boulevard Northridge, CA 91329

TRADEMARK
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John Johnson

8760 S. Sandy Parkway
Sandy, UT 84070

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 7th day of November, 1997.

Wendy Dann Adato

EXPEDITE

W#079631

Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed and approved on the 22 day of July 96
in the office of the Division and hereby issued
this Certificate thereof.
Examiner DS Date 7/22/96
Karla S. Wood
KARLA S. WOOD

ARTICLES OF AMENDMENT

OF THE

REVISED ARTICLES OF INCORPORATION OF

DOD ELECTRONICS CORPORATION

RECEIVED
JUL 2 2 1996
Utah Div. of Corp. Comm. Code

DOD Electronics Corporation, a corporation organized and existing under the laws of the State of Utah (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation pursuant to a unanimous written action in lieu of a meeting pursuant to Section 16-10a-821 of the State of Utah Business Corporation Act, adopted a resolution proposing and declaring advisable an amendment to the Corporation's Revised Articles of Incorporation. The resolution setting forth the proposed amendment is as follows:

6204000034

RESOLVED, that Article FIRST of the Revised Articles of Incorporation of the Corporation be amended to read as follows:

"FIRST. The name of the corporation is Harman Music Group, Incorporated."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given written consent to such amendment in accordance with the provisions of Section 16-10a-704 of the State of Utah Business Corporation Act.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 16-10a-1003 of the State of Utah Business Corporation Act on June 28, 1996.

TRADEMARK
REEL: 002367 FRAME: 0873

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by Bernard A. Girod, its Vice President and Secretary, this 28th day of June, 1996.

DOD ELECTRONICS CORPORATION

By: _____
Bernard A. Girod

RECORDED: 09/07/2001

TRADEMARK
REEL: 002367 FRAME: 0874