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

RECORDATION FORM TRADEMARK

COMMERCE mark Office

Tab settings

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

1. Name of conveying party(ies):
MusicNet.com, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of **Delaware**
 Other _____

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

2. Name and address of receiving party(ies)
 Name: **MusicNet, Inc.**
 Internal Address: _____
 Street Address: **2601 Elliot Way**
 City: **Seattle** State: **WA** Zip: **98121**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of **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

3. Nature of conveyance: **33**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 13, 2001**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
TM

B. Trademark Registration No.(s)
1,927,798 and 2,139,951

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Kimberly G. Russell, Esq.**
 Internal Address: **Steinhart & Falconer LLP**
 Street Address: **333 Market Street, Suite 3200**
 City: **San Francisco** State: **CA** Zip: **94105**

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:
19-4215

(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.

Kimberly G. Russell *Kimberly Russell* **October 9, 2001**
 Name of Person Signing Signature Date

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

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

02/19/2001 LYNELVER 00000007 194615 1927193

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MUSICNET.COM, INC.", CHANGING ITS NAME FROM "MUSICNET.COM, INC." TO "MUSICNET, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1243556

DATE: 07-16-01

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**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MUSICNET.COM, INC.**

Musicnet.com, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is Musicnet.com, Inc.
2. Section 1 of the Amended and Restated Certificate of Incorporation of the Corporation is amended to read as follows:

"I

The name of this Corporation is MusicNet, Inc."

3. The Corporation's Board of Directors and stockholders have duly approved the foregoing amendment to the Amended and Restated Certificate of Incorporation of the Corporation in accordance with the applicable provisions of the General Corporation Law of the State of Delaware. In lieu of a meeting of stockholders, written consent to the adoption of the foregoing amendment by the stockholders of the Corporation has been given in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this document and affirms, under penalties of perjury, that the statements herein are true and that this instrument is the act and deed of Musicnet.com, Inc. as of this 29th day of June, 2001.

MUSICNET.COM, INC.

By



Robert Glaser, Chief Executive Officer

ATTEST:



Kelly To MacArthur, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/13/2001
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