

01-11-2002



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK

REEL: 002419 FRAME: 0940

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/4374446"/>	<input type="text" value="75/437709"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

CRAIG B. BAILEY

10/19/01

Name of Person Signing

Signature

Date Signed

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:

"SOUNDELUX ENTERTAINMENT GROUP, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC." UNDER THE NAME OF "SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

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

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0472690
DATE: 06-01-00

CERTIFICATE OF MERGER

OF

**SOUNDELUX ENTERTAINMENT GROUP, INC.,
A California Corporation**

INTO

**SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC.,
A Delaware Corporation**

**(PURSUANT TO SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

**SounDelux Entertainment Group of Delaware, Inc., a Delaware corporation (the
"Corporation") DOES HEREBY CERTIFY:**

**FIRST: That the name and state of incorporation of each of the constituent corporations
of the merger is as follows:**

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
SounDelux Entertainment Group of Delaware, Inc.	Delaware
SounDelux Entertainment Group, Inc.	California

**SECOND: That an Agreement of Merger between the parties to the merger has been
approved, adopted, certified, executed and acknowledged by each of the constituent corporations
in accordance with the requirements of subsection (e) of Section 252 of the General Corporation
Law of the State of Delaware.**

**THIRD: That the name of the surviving corporation of the merger is SounDelux
Entertainment Group of Delaware, Inc.**

**FOURTH: That the certificate of incorporation of the Corporation shall be the certificate
of incorporation of the surviving corporation.**

**FIFTH: That the executed Agreement of Merger is on file at an office of the surviving
corporation, the address of which is 1013 Centre Road, City of Wilmington, County of New
Castle, 19805.**

**SIXTH: That a copy of the agreement of merger will be furnished by the surviving
corporation, on request and without cost, to any stockholder of any constituent corporation.**

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SEVENTH: That Soundelux Entertainment Group, Inc., has authorized capital stock totaling 25,000,000 shares, consisting of 25,000,000 shares of common stock, without par value, of which 15,808,964 shares of common stock have been duly issued and are now outstanding.

EIGHTH: That this Certificate of Merger shall be effective upon filing with the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 26th day of May, 2000.

**SOUNDELUX ENTERTAINMENT GROUP OF
DELAWARE, INC., a Delaware corporation**

BY:  _____

NAME: Jeffrey S. Edell

ITS: President

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05/24/2000