

04-23-2002



To the Honorable Commissioner of Patents

102064113

if documents or copy thereof.

4/11/02

1. Name of conveying party(ies):

Universal Music Special Markets, Inc.

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

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

2. Name and address of receiving party(ies):

Name: UMG Recordings, Inc.

Internal Address: _____

Street Address: 70 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 6/30/99

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2091155

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

Universal City Studios, Inc.

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

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 [Signature] 4/3/02
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion

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

04/22/2002 6TDM1 00000167 500333 2091155 Commissioner of Patents and Trademarks
 01 FC:481 40.00 CH Box Assignments
 Washington, D.C. 20231

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.

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:

"UNIVERSAL MUSIC SPECIAL MARKETS, 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 1:15 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

0681821 8100M

991509079

AUTHENTICATION: 0108742

DATE: 11-30-99

TRADEMARK
REEL: 002488 FRAME: 0620

CERTIFICATE OF MERGER

of

UNIVERSAL MUSIC SPECIAL MARKETS, 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 Music Special Markets, Inc., a California corporation ("UMSM"), 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 Music Special Markets, Inc.	California

SECOND: The Agreement of Merger, dated as of June 30, 1999, between UMG Recordings, UMSM, PolyGram Manufacturing and Distribution Centers, Inc., a Delaware corporation and the parent corporation of UMSM, and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings (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 UMSM.

SEVENTH: The authorized capital stock of UMSM 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 15th day of October, 1999.

UMG RECORDINGS, INC.

By: 
Karen Randall
Senior Vice President