

04-02-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

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

1. Name of conveying party(ies):

Rainbow MM Holdings Corporation Rainbow MM Holding II Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State New York, Delaware 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: 12/06/2002

2. Name and address of receiving party(ies)

Name: MuchMusic Holdings LLC

Internal Address:

Street Address: 200 Jericho Quadrangle

City: Jericho State: NY Zip: 11753

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

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) 76/407,524

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Maren Coburn

Internal Address: Morgan & Finnegan LLP

Street Address: 345 Park Avenue

City: New York State: NY Zip: 10154

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:

FEE OK

DO NOT USE THIS SPACE

9. Signature:

Maren Coburn Name of Person Signing

Maren Coburn Signature

February 12, 2003 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

Delaware

PAGE 1

The First State

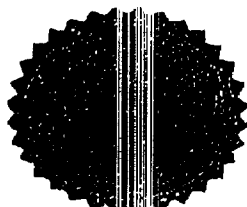
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RAINBOW MM HOLDINGS CORPORATION", A NEW YORK CORPORATION,
"RAINBOW MM HOLDINGS II CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "MUCHMUSIC HOLDINGS LLC" UNDER THE NAME OF "MUCHMUSIC HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2002, AT 12:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTH DAY OF DECEMBER, A.D. 2002, AT 1 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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020748217

AUTHENTICATION: 2127605

DATE: 12-06-02

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REEL: 002627 FRAME: 0603

JAN-24-2003 15:50

RAINBOW MEDIA HOLDINGS

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:10 PM 12/06/2002
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CERTIFICATE OF MERGER

MERGING

RAINBOW MM HOLDINGS CORPORATION

AND

RAINBOW MM HOLDINGS II CORPORATION

WITH AND INTO

MUCHMUSIC HOLDINGS LLC

Pursuant to Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Limited Liability Company Act of the State of Delaware, the undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation or formation of the constituent corporations and limited liability company to the merger (the "Constituent Entities") is as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
Rainbow MM Holdings Corporation	New York
Rainbow MM Holdings II Corporation	Delaware
MuchMusic Holdings LLC	Delaware

SECOND: That an Agreement of Merger, dated as of the date hereof (the "Merger Agreement"), by and among Rainbow MM Holdings Corporation, Rainbow MM Holdings II Corporation and MuchMusic Holdings LLC has been adopted, approved, certified, executed and acknowledged by each of the parties thereto in accordance with Section 264(c) of the General Corporation Law of the State of Delaware and Section 18-209(b) of the Limited Liability Company Act of the State of Delaware.

THIRD: That the name of the surviving limited liability company (the "Surviving LLC") shall be MuchMusic Holdings LLC.

FOURTH: That the Certificate of Formation of MuchMusic Holdings LLC shall be the Certificate of Formation of the Surviving LLC.

FIFTH: That the merger pursuant to the Merger Agreement shall become effective at 1:00 p.m., Eastern Standard Time, on December 6, 2002.

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RAINBOW MEDIA HOLDINGS

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SIXTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving LLC at the following address:

MuchMusic Holdings LLC
c/o Rainbow Media Holdings, Inc.
200 Jericho Quadrangle
Jericho, New York 11753

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving LLC, on request, and without cost, to any stockholder or member of any of the parties thereto.

EIGHTH: That the authorized capital stock of the non-surviving corporation, Rainbow MM Holdings Corporation, a New York corporation, consists of One thousand (1,000) shares of common stock, par value .01.

IN WITNESS WHEREOF, MuchMusic Holdings LLC has caused this Certificate of Merger to be executed by its sole member as of this 5th day of December 2002.

MUCHMUSIC HOLDINGS LLC



By: _____

Name: David A. Deitch
Title: Sr. Vice President
Business Affairs,
General Counsel & Secretary