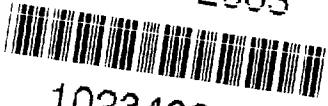


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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>1-23-03</u></p> <p>CDDB, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Gracernote, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>2141 4th Street</u></p> <p>City: <u>Berkeley</u> State: <u>CA</u> Zip: <u>94710</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <u>N/A</u> (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>7/11/02</u></p>			
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>		<p>B. Trademark Registration No.(s)</p> <p><u>2,580,750</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>DeAnne H. Ozaki, Esq.</u></p> <p>Internal Address: <u>Latham & Watkins LLP</u></p> <p>Street Address: <u>633 West Fifth Street</u> <u>Suite 4000</u></p> <p>City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90071</u></p>		<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
DO NOT USE THIS SPACE			
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>DeAnne H. Ozaki</u> Name of Person Signing</p> <p><u>[Signature]</u> Signature</p> <p><u>1/22/03</u> Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>6</u></p>			

01/27/2003 ECDOPER 00000241 2500730
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002659 FRAME: 0245

State of California



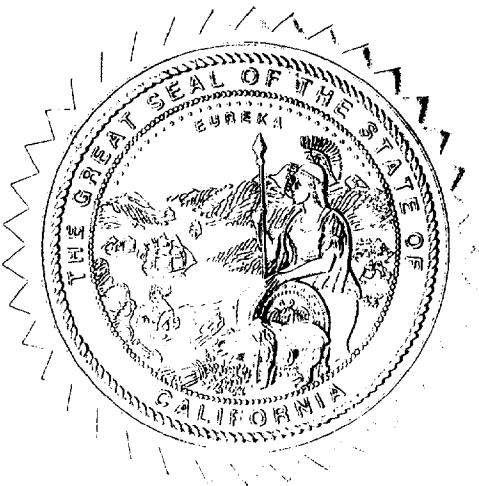
SECRETARY OF STATE NAME CHANGE CERTIFICATE OF QUALIFICATION

C2207070

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **8th day of July, 2002**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **CDDB, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **GRACENOTE, INC.**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 11, 2002.



Bill Jones
BILL JONES
Secretary of State

APPROVED
&
FILED



**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY**

State Form 39034 (R5 / 4-95) Corporate Form No. 115
Approved by the State Board of Accounts 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-49-4; 23-17-26-4

FILING FEE: \$30.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.

NOTE: This application must be accompanied by a certificate of existence duly authenticated by the proper authority from the corporation's domicile state.

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

CDDB, Inc.

Name of Corporation

**A FOREIGN CORPORATION ADMITTED TO
TRANSACTION BUSINESS IN INDIANA**

The undersigned officers of CDDB, Inc.
(hereinafter referred to as the "Corporation"), which exists pursuant to the provisions of the laws of Delaware
as amended, desire to obtain an Amended Certificate of Authority.

1. The above Corporation received a Certificate of Authority to transact business in the State of Indiana on the 16th
day of November, 19 99.

2. The Corporation desires to change its corporate name in Indiana as follows.
Gracernote, Inc.

3. The Corporation has changed the period of its duration from N/A
to _____.

4. The Corporation has changed the state or country of its incorporation from N/A
to _____.

In Witness Whereof, the undersigned, being the _____ of said
Corporation executes this Application for Amended Certificate of Authority and verifies, subject to penalties of perjury, that the
statements contained herein are true, this July day of _____, 19 2002.

Signature

Printed name
Nora B. Doherty, Secretary

Delaware

PAGE 1

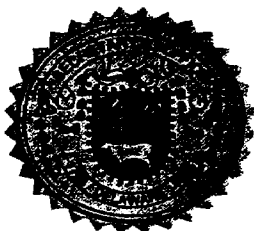
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRACENOTE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRACENOTE, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3115610 8300

AUTHENTICATION: 1860250

020422987

DATE: 06-28-02

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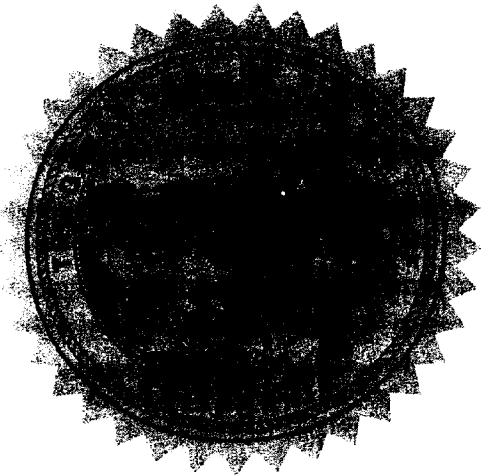


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



JUL 12 2002

Bill Jones

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 08 2002

BILL JONES, Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

Gracernote, Inc.

(Name of Corporation)

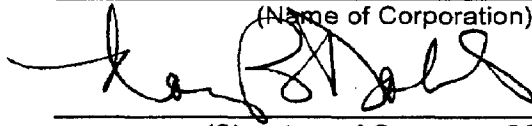
_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was CDDB, Inc.

Gracernote, Inc.

(Name of Corporation)



(Signature of Corporate Officer)

Nora B. Doherty, Secretary

(Typed Name and Title of Officer Signing)

