



06-05-2003



102465045

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

1. Name of conveying party(ies):

6-2-03

Media DVX, LLC

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

Media DVX, Inc.
1332 Enterprise Drive
West Chester, PA 19380

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Conversion from limited liability company to corporation

Execution Date: May 18, 2000

Effective Date: May 18, 2000

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: **Delaware**
 Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

75/543716

B. Trademark Registration No.(s):

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

Barbara A. Friedman
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Telephone: 202-739-5292
Facsimile: 202-739-7001
E-Mail: bfriedman@morganlewis.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41) \$40

Authorized to charge payment (including deficiencies) to deposit account.

8. Deposit account number:

13-4520

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.

Barbara A. Friedman
Name of Person Signing

Barbara A. Friedman
Signature

June 2, 2003
Date

Total number of pages including cover sheet, attachments and document: 2

06/04/2003 610M11 00000144 134520 75543716

01 FC:8521 40.00 CH

**CERTIFICATE OF CONVERSION
OF
MEDIA DVX, LLC (A DELAWARE LIMITED LIABILITY COMPANY)
TO
MEDIA DVX, INC. (A DELAWARE CORPORATION)
PURSUANT TO SECTION 265 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE**

It is hereby certified that:

1. Media DVX, LLC (the "Company") is a limited liability company formed under the laws of the State of Delaware.
2. The date the Company was first formed is March 11, 1999
3. The name of the Company immediately prior to the filing of this Certificate is Media DVX, LLC.
4. The name of the corporation into which the Company shall be converted is Media DVX, Inc.
5. The conversion herein certified has been approved by the members of Media DVX, LLC by the adoption of a Plan of Conversion on May 18, 2000 authorizing the conversion of Media DVX, LLC into Media DVX, Inc. in accordance with the provisions of Section 265 of the General Corporation Law of the State of Delaware.

Effective as of the 18th day of May, 2000.

Media DVX, LLC

By 

Robert J. Rudelius

Its Chairman/Chief Executive Officer