

17-7-03



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

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**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

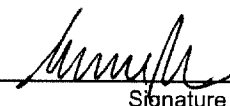
<p>1. Name of conveying party(ies):</p> <p>Universal Music Special Markets, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other California</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>UMG Recordings, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>100 Universal City Plaza</u></p> <p>City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</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 checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; 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 checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>6/30/99</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>_____</p>	<p>B. Trademark Registration No.(s) <u>2144626, 2144787</u></p> <p>_____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Anne B. Nielsen</u></p> <p>Internal Address: <u>1280 Bldg., 6th Floor</u></p> <p>_____</p> <p>Street Address: <u>100 Universal City Plaza</u></p> <p>_____</p> <p>City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</u></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>50-0333</u></p>
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**DO NOT USE THIS SPACE**

9. Signature.

Anne B. Nielsen            6/30/03

Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 5

Mall documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
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07/08/2003 ECOOPER 00000209 500333 2144626

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25.00 DA

**TRADEMARK**  
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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 15<sup>th</sup> day of October, 1999.

UMG RECORDINGS, INC.

By:   
Karen Randall  
Senior Vice President

Office of the Secretary of State

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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.



0681821 8100M

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0108742

DATE: 11-30-99

RECORDED: 07/07/2003

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REEL: 002774 FRAME: 0416