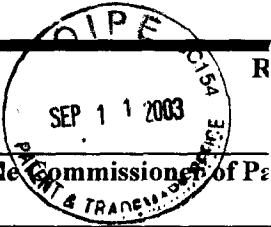


9/11/03



102552104

To the Honorable Commissioner of Patents and Trademarks of the United States Patent and Trademark Office

the attached original documents or copy

1. Name of conveying party(ies):  
**Harman Becker Automotive Systems-Wavemakers, Inc.**

Individual(s)                       Ltd. Partnership  
 General Partnership               Association  
 Corporation- **Canadian Corporation**  
 Other

Additional names of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies)  
**Harman International Industries, Incorporated**  
**8500 Balboa Blvd.**  
**Northridge, CA 91329**

Individual(s) citizenship  
 General Partnership  
 Limited Partnership  
 Corporation- **Delaware Corporation**  
 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: **July 3, 2003**

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

A. Trademark Application No.(s)  
**76/207,445 76/207,446**  
**76/213,330**

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Kathryn A. Tyler, Esq.**  
**Harman International Industries, Incorporated**  
**8500 Balboa Blvd.**  
**Northridge, CA 91329**

6. Total number of applications and registrations involved: **[ 3 ]**

9/15/2003 ECDOPER 00000273 501929 76207445

01 FC:8521 40.00 BA  
 02 FC:8522 30.00 BA

7. Total fee (37 CFR 3.41).....\$90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: **50-1929**  
 (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.*

**Kathryn A. Tyler**                      *Kathryn A. Tyler*                      **September 8, 2003**  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: **[10]**

Mail documents to be recorded with required cover sheet information to:  
 Director of the United States Patent & Trademark Office  
 P.O. Box 1450  
 Alexandria, VA 22313-1450

## **ASSIGNMENT OF REGISTERED TRADEMARKS**

**(Country – United States)**

THIS AGREEMENT is entered into effective as of the 3rd day of July, 2003 (the “**Effective Date**”);

BETWEEN:

**WAVEMAKERS INC.**, a corporation continued under the laws of Canada, and having an office at #302 – 134 Abbott Street, in the City of Vancouver, in the Province of British Columbia, V6B 2K4

(hereinafter “**Assignor**”)

AND:

**36459 YUKON INC.**, a corporation incorporated under the laws of the Yukon Territory, and having an office at #302 – 134 Abbott Street, in the City of Vancouver, in the Province of British Columbia, V6B 2K4

(hereinafter “**Assignee**”)

WHEREAS Assignor owns all rights, title and interest in the trademarks shown on Schedule A attached hereto (hereinafter the “**Trademarks**”) and in their corresponding registrations.

AND WHEREAS Assignee has purchased from Assignor all right, title, and interest in and to the Trademarks.

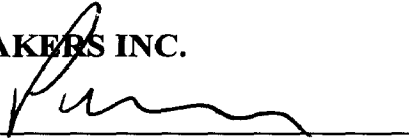
NOW THEREFORE, the parties agree as follows:

1. Assignor, in consideration of the payment by Assignee of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns, transfer and conveys as of the Effective Date to Assignee, its successors and assigns, its entire right, title and interest in and to the Trademarks and the corresponding registrations including all goodwill appertaining thereto, and all income, royalties, damages, profits and payments now or hereafter due or payable with respect thereto, and to all causes of action and the right to sue, counterclaim and recover, for past, present and future infringement or unauthorized use of the rights and interest assigned under this Agreement, such right, title and interest to be held and enjoyed by Assignee, its successors and assigns for their use and benefit worldwide, to the full end of their term, as fully and entirely as same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

2. Assignee shall have the right to file this Agreement and all such notices and other documents with the relevant Trademark Offices as are necessary to perfect this assignment, all costs to be borne by Assignee. Assignor agrees to do all lawful and just acts, and to sign or otherwise execute upon Assignee's request, all notices, documents and instruments, which may be necessary or desirable to vest, perfect and maintain the Trademarks and the corresponding registrations in the Assignee, its successors and assigns, worldwide, without further consideration but at the expense of Assignee.

IN WITNESS WHEREOF, this Agreement is executed below by an authorized representative of each party.

**WAVEMAKERS INC.**

By:   
Authorized Signatory

Name: Peter van der Grint

Title: CEO & Chairman

Date: July 3, 2003

**36459 YUKON INC.**

By:   
Authorized Signatory

Name: Edwin C. Summers

Title: Assistant-Secretary

Date: July 3, 2003

**SCHEDULE A**

**COUNTRY – UNITED STATES**

<b><u>Trademark</u></b>	<b><u>Application Date</u></b>	<b><u>Application No.</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
Audio Intelligence	February 9, 2001	76/207445		
Clearstream	February 9, 2001	76/207446		
Wavemakers	February 16, 2001	76/213330		

**PROVINCE OF BRITISH COLUMBIA  
CANADA**

I, William S. Garton, a Notary Public of Vancouver  
in the Province of British Columbia, Canada, do hereby certify that Peter van der Grint  
personally appeared before me this day and acknowledged that he/she is the  
Chief Executive Officer of **Wavemakers Inc.**, and that by authority duly given and as an act  
of the corporation, the foregoing instrument was signed in its name by him/her as the free act and  
deed of Wavemakers Inc.

WITNESS MY HAND AND NOTARIAL SEAL this 3rd day of July, 2003.

William S. Garton  
Notary Public in and for the Province of  
British Columbia

WILLIAM S. GARTON  
BARRISTER & SOLICITOR  
BULL HOUSSEY & TUPPER  
3000 - 1055 WEST GEORGIA STREET  
VANCOUVER, B.C. V6E 3R3  
PHONE 687-6575

My Commission Does Not Expire.

**PROVINCE OF BRITISH COLUMBIA  
CANADA**

I, Douglas Shihli, a Notary Public of Vancouver  
in the Province of British Columbia, Canada, do hereby certify that Edin C. Sumner  
personally appeared before me this day and acknowledged that he/she is the  
Assistant Secretary of **36459 Yukon Inc.**, and that by authority duly given and as an act  
of the corporation, the foregoing instrument was signed in its name by him/her as the free act and  
deed of 36459 Yukon Inc.

WITNESS MY HAND AND NOTARIAL SEAL this 3rd day of July, 2003.

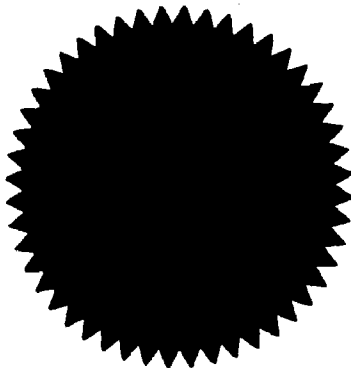
Douglas Shihli  
Notary Public in and for the Province of  
British Columbia

My Commission Does Not Expire.

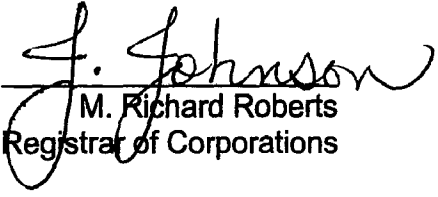
## Certificate of Incorporation

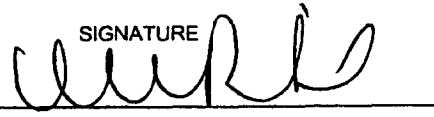
**36459 YUKON INC.**

I hereby certify that the above-mentioned corporation, the Articles of Incorporation of which are attached, was incorporated under the Business Corporations Act of Yukon.



Corporate Access Number:30157  
Date of Incorporation:2003-06-06

*R/*   
M. Richard Roberts  
Registrar of Corporations

1. NAME OF CORPORATION: 36459 YUKON INC.		
2. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE: An unlimited number of Common shares, without par value		
3. RESTRICTIONS IF ANY ON SHARE TRANSFERS: The right to transfer shares is restricted in that the directors may at any time in their discretion decline to register any transfer of shares.		
4. NUMBER (OR MINIMUM OR MAXIMUM NUMBER) OF DIRECTORS: Minimum of 1, maximum of 5		
5. RESTRICTIONS IF ANY ON BUSINESSES THE CORPORATION MAY CARRY ON: None		
6. OTHER PROVISIONS IF ANY: (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder. (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited. (c) Meetings of shareholders may be held outside the Yukon in the Greater Vancouver Area or in Northridge, California. (d) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors will not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.		
7. INCORPORATORS		
NAME	ADDRESS (INCLUDE POSTAL CODE)	SIGNATURE
Maureen Birckel	#200 - 304 Jarvis Street Whitehorse, YT Y1A 2H2	
8. DATE June 5, 2003		

**FILED**  
JUN 07 2003  
DERUTY REGISTRAR  
OF CORPORATIONS



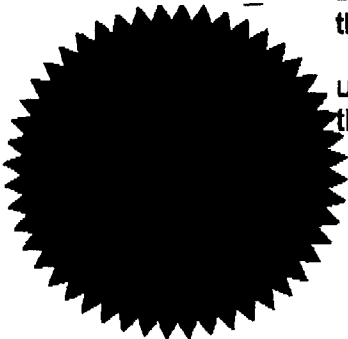
BUSINESS CORPORATIONS ACT  
FORM 5

**Certificate of Amendment**

**HARMAN BECKER AUTOMOTIVE SYSTEMS - WAVEMAKERS, INC.**

I hereby certify that the articles of the above-mentioned corporation were amended:

- under section 16 of the Business Corporations Act to change the name of the corporation in accordance with the attached notice.
- under section 30 of the Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares.
- under section 179 of the Business Corporations Act as set out in the attached Articles of Amendment.
- under section 194 of the Business Corporations Act as set out in the attached Articles of Reorganization
- under section 195 of the Business Corporations Act as set out in the attached Articles of Arrangement.



Corporate Access Number:30222  
Date of Amendment:2003-07-17

*M. Richard Roberts*  
M. Richard Roberts  
Registrar of Corporations





ARTICLES OF AMENDMENT
BUSINESS CORPORATIONS ACT (Section 30 OR 179) Form 5-01
CLAUSES MODIFICATRICES DES STATUTS CONSTITUTIFS
LOI SUR LES SOCIÉTÉS PAR ACTIONS DU YUKON (ARTICLE 30 OU 179) FORMULAIRE 5-01

1. NAME OF CORPORATION: 36459 YUKON INC.
2. CORPORATE ACCESS NUMBER: 30157
3. THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED PURSUANT TO A COURT ORDER: YES NO
4. THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED AS FOLLOWS: in Part 1 by changing the name of the Corporation to: HARMAN BECKER AUTOMOTIVE SYSTEMS - WAVEMAKERS, INC.
5. DATE SIGNATURE TITLE
10 July 2003 Edwin C. Amundson Asst. Secretary

FILED
JUL 17 2003
DEPUTY REGISTRAR
OF CORPORATIONS

Personal Information contained on this form is collected under the Business Corporations Act and will be used to compile a public registry. For further information, contact the Manager, Corporate Affairs at (867) 667-5225, toll free within Yukon 1-800-661-0408.

YG(3042Q)F24MS02ofLibrary-522341.1

**TRADEMARK ASSIGNMENT (APPLICATIONS)**

WHEREAS, Harman Becker Automotive Systems – Wavemakers, Inc., a Canadian corporation, having a place of business at #302-134 Abbott Street, Vancouver, B.C. V6B 2K4, Canada, (“ASSIGNOR”), has used and is the owner of the foregoing marks as evidenced by the pending applications in the United States Trademark Office.

<u>Mark</u>	<u>Appln. No.</u>	<u>Appln. Date</u>
AUDIO-INTELLIGENCE	76/207,445	February 9, 2001
CLEARSTREAM	76/207,446	February 9, 2001
WAVEMAKERS	76/213,300	February 16, 2001

WHEREAS, Harman International Industries, Incorporated, a Delaware corporation, having a mailing address of 8500 Balboa Blvd., Northridge, CA 91329 (“ASSIGNEE”), desires to acquire the marks and the above-identified applications, together with the goodwill of the business in connection with which the marks are used.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged ASSIGNOR does hereby assign unto the ASSIGNEE all right, title and interest in and to the above marks and the above-identified application, and all rights and privileges pertaining to the marks, together with the goodwill of the business symbolized by the marks.

ASSIGNOR further agrees that it shall render all reasonable assistance to ASSIGNEE, and will, from time-to-time, execute all instruments and documents necessary to maintain, preserve or protect the marks and its applications, and to perfect the record title of ASSIGNEE in and to the marks and its applications.

Harman Becker Automotive Systems-Wavemakers, Inc.

Date: 9/2/03

By Edwin C. Summers  
Edwin C. Summers  
Assistant Secretary