

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651 (exp. 5/31/200)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab setting ⇄⇄⇄

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

1. Name of conveying party(ies):  
CDnow Online, Inc.

Individual(s)       Association  
 General Partnership     Limited Partnership  
 Corporation-State - Pennsylvania  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

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

Internal Address: \_\_\_\_\_  
Street Address: 28 East 28th Street, 8th Floor  
City: New York State: New York Zip: 10016

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Pennsylvania  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designated 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: January 14, 2002

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

A. Trademark Application No.(s)  
\_\_\_\_\_

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)  
2,234,018

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

Name: Wendy L. Robertson, Esq.  
c/o Alston & Bird LLP  
Internal Address: \_\_\_\_\_  
\_\_\_\_\_

Street Address: 1201 W. Peachtree Street  
\_\_\_\_\_

City: Atlanta State: Georgia Zip: 30309-3424

6. Total number of applications and registrations involved: One (1)

7. Total fee (37 CFR 3.41) .....\$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
16-0605

(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.*

Wendy L. Robertson      Wendy Robertson      5/4/04  
Wendy L. Robertson      Signature      Date

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_  
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

CIH \$40.00 160606 2234018

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)

Entity Number  
2624057

Business Corporation (§ 1915)  
 Nonprofit Corporation (§ 5915)

Name: RETURN TO CSC  
Address:  
City: State: Zip Code:

Document will be returned to the name and address you enter to the left.

Fee: \$52

Filed in the Department of State on JAN 14 2002  
*Kim Duggan*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
Snow Online, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):  
(a) Number and Street City State Zip County  
(b) Name of Commercial Registered Office Provider County  
c/o Corporation Service Company Dauphin

3. The statute by or under which it was incorporated: PA BCL of 1989

4. The date of its incorporation: April 25, 1995

5. Check, and if appropriate complete, one of the following:  
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.  
The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

PA. DEPT. OF STATE  
2002 JAN 14 PM 4:32

TRADEMARK

2002008-542

DSCB:5-1915-5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a)
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows:

Article One is replaced in its entirety with the following:

1. The name of the corporation is "BeMusic, Inc."

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

14th day of January

2002

CDnow Online, Inc.

Name of Corporation

Jacqueline Chassey  
Signature

Jacqueline Chassey, Assistant Secretary

Title

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

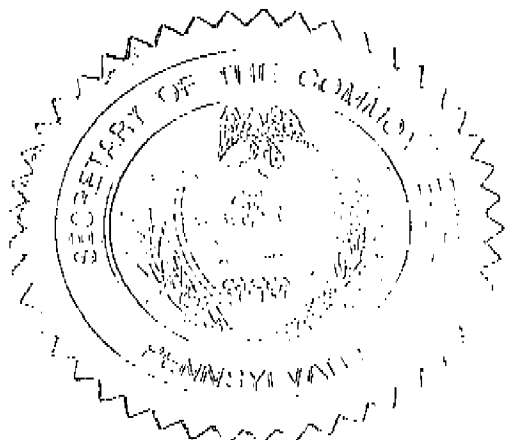
May 29, 2003

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

BEMUSIC, INC.

I, Pedro A. Cortes, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF , I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Pedro A. Cortes*

Secretary of the Commonwealth

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