

3/24/04

03-29-2004

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



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

102706954

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

1. Name of conveying party(ies):

Zapf's Music Store, Inc.

- Individual(s)
General Partnership
Corporation-State
Other

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

3. Nature of conveyance:

- Assignment
Security Agreement
Other
Merger
Change of Name

Execution Date: 03/1/2002

2. Name and address of receiving party(ies)

Name: Zapf's Music123, Inc.

Internal Address:

Address:

Street Address: 4004 Technology Drive

City: South Bend State: IN Zip: 46628

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Indiana
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

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

A. Trademark Application No.(s) 75925834

B. Trademark Registration No.(s) 2387979; 2627153; 2802687; 2813387

Additional number(s) attached Yes No

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

Name: Jeffrey A. Smith

Internal Address: Suite 1400

Millen, White, Zelano & Branigan, P.C.

Street Address: 2200 Clarendon Boulevard

City: Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jeffrey A. Smith

Name of Person Signing

Handwritten signature of Jeffrey A. Smith

Signature

March 24, 2004

Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/26/2004 LMUELLER 00000113 75925834

01 FD:8521
02 FC:8522

40.00 OP
100.00 OP

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of

ZAPF'S MUSIC123, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

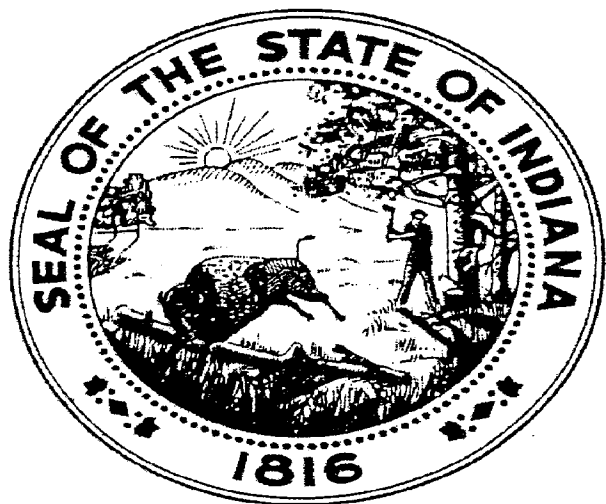
ZAPF'S MUSIC STORE, INC.

a(n) Pennsylvania Non-Qualified Foreign Corporation

merged with and into the surviving entity:

ZAPF'S MUSIC123, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, March 01, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 1, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2002022 000422 / 2002030444978

2008022000422

RECEIVED

ARTICLES OF MERGER DIV.

DECEMBER - 1 PM 2:14

ZAPF'S MUSIC123, INC.

AND ANNE GILROY

ZAPF'S MUSIC STORE, INC.

In compliance with the requirements of the Indiana Business Corporation Law (the "IBCL") and the Pennsylvania Business Corporation Law (the "PBCL"), the undersigned corporations desire to effect a merger, and acting by their duly authorized officers, hereby set forth the following facts:

ARTICLE I
Surviving Corporation

2008022000422

The name of the corporation surviving the merger is ZAPF'S MUSIC123, INC. (the "Surviving Corporation"). The Surviving Corporation is an Indiana corporation existing pursuant to the provisions of the IBCL.

ARTICLE II
Merging Corporation

IV2

The name of the corporation merging into the Surviving Corporation is ZAPF'S MUSIC STORE, INC. (the "Merging Corporation"). The Merging Corporation is a Pennsylvania corporation existing pursuant to the provisions of the PBCL.

ARTICLE III
Plan of Merger

The Plan of Merger ("Plan of Merger") containing such information as is required by the IBCL and the PBCL is set forth as Exhibit A to these Articles of Merger. The IBCL and PBCL permit the merger as set forth in the Plan of Merger.

ARTICLE IV
Effective Time

Pursuant to IND. CODE § 23-1-40-5(b), Section 1928 of PBCL and the terms of the Plan, the merger shall be effective on the later of (i) the date the Indiana Certificate of Merger is filed with the Secretary of State of the State of Indiana, or (ii) the date the Pennsylvania Certificate of Merger is filed with the Division of the Secretary of Commonwealth of the Commonwealth of Pennsylvania.

ARTICLE V
Manner of Adoption and Vote

A. Action by Surviving Corporation:

1. Approval by the Board of Directors: By written consent dated as of February 26, 2002, the Board of Directors of the Surviving Corporation adopted resolutions approving the Plan, recommending that it be submitted to the sole shareholder of the Surviving Corporation for approval, and thereupon authorizing the execution of the Plan by the officers of the Surviving Corporation, for and on its behalf.
2. Approval by the Sole Shareholder: The sole shareholder of the Surviving Corporation (holding all 100 shares of issued and outstanding common stock of the Surviving Corporation, all of which were entitled to be cast in favor or against the Plan), by written consent last dated as of February 26, 2002, adopted and approved the Plan and authorized the merger contemplated thereby.


B. Action by the Merging Corporation:

1. Approval by the Board of Directors: By written consent dated as of February 26, 2002, the Board of Directors of the Merging Corporation adopted resolutions approving the Plan, recommending that it be submitted to the shareholders of the Merging Corporation for approval, and thereupon authorizing the execution of the Plan by the officers of the Merging Corporation, for and on its behalf.
2. Approval by the Shareholders: The shareholders of the Merging Corporation (holding all 10,000,000 shares of issued and outstanding common stock, all of which were entitled to be cast for or against the Plan), by written consent dated as of February 26, 2002, adopted and approved the Plan and authorized the merger contemplated thereby.

C. Compliance with Legal Requirements: The manner of the adoption of the Plan, and the vote by which it was adopted, constitute full legal compliance with the provisions of the IBCL, the PBCL, the Articles of Incorporation and the Code of By-Laws of the Surviving Corporation and the Merging Corporation.

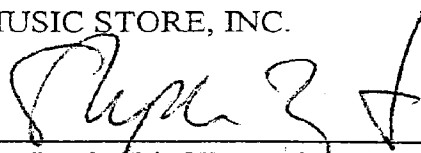
IN WITNESS WHEREOF, the undersigned execute these Articles of Merger on the date or dates indicated below and verify, subject to penalties of perjury, that the statements contained in these Articles are true.

ZAPF'S MUSIC123, INC.

By: 
Dennis Bamber, President

Date: 2/28/02

ZAPF'S MUSIC STORE, INC.

By: 
Stephen Zapf, Chief Executive Officer

Date: 2/28/02

Exhibit A - Plan of Merger

EXHIBIT A

PLAN OF MERGER

PREAMBLE

This Plan of Merger (the "Plan") is made and entered into by and among DENNIS BAMBER, INC., an Indiana corporation ("DBI"), ZAPF'S MUSIC123, INC., an Indiana corporation wholly-owned by DBI ("Surviving Corporation") and ZAPF'S MUSIC STORE, INC., a Pennsylvania corporation ("Merging Corporation"). Surviving Corporation and Merging Corporation are sometimes collectively referred to in this Plan as the "Constituent Corporations."

PREMISE

The Shareholders and Directors of the Constituent Corporations have determined that it is advisable and to the advantage of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation pursuant to the terms set forth in this Plan

TERMS

1. Plan Adopted. This Plan contains the information required by IND. CODE § 23-1-40-1 and 15 PA. CONS. STAT. § 1922, and has been adopted by the Directors of the Constituent Corporations and approved by the voting Shareholders of the Constituent Corporations.

2. Effective Time. The merger shall be effective on the later of (i) the date the Indiana Certificate of Merger is filed with the Secretary of State of the State of Indiana, or (ii) the date the Pennsylvania Certificate of Merger is filed with the Division of the Secretary of Commonwealth of the Commonwealth of Pennsylvania (the "Effective Time").

3. Merger: Surviving Corporation. At and as of the Effective Time, the Surviving Corporation shall be the single corporation surviving the merger of the Constituent Corporations. The Merging Corporation shall, at that time, cease to exist. The Surviving Corporation shall be governed by the laws of the State of Indiana. The merger shall have the effects specified in accordance with Sections 1928 and 1929 of the PBCL and Section 23-1-40-6 of the IBCL.

4. Conduct of Business. Pending consummation of the merger, the Constituent Corporations shall carry on their respective businesses in substantially the same manner as they have prior to the execution of this Plan.

5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as existing immediately prior to the Effective Time, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, until further amended, altered or repealed as provided in those Articles of Incorporation or as provided by Indiana law.

6. Bylaws. The Bylaws of the Surviving Corporation, as existing immediately prior to the Effective Time, shall continue in full force and effect as the Bylaws of the Surviving Corporation, until amended, altered or repealed as provided in those Bylaws or as provided by the Articles of Incorporation or by Indiana law.

7. Directors and Officers of the Surviving Corporation.

(a) Directors. At the Effective Time, the Board of Directors of the Surviving Corporation shall be increased from two (2) members to three (3) members and shall consist of the following directors:

Dennis Bamber
David Yoder
Stephen Zapf

Such persons shall serve as directors until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and/or Bylaws of the Surviving Corporation.

(b) Officers. At and after the Effective Time, the officers of the Surviving Corporation shall be as follows:

Dennis Bamber	President
David Yoder	Secretary/Treasurer

Such persons shall serve in such positions until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and/or Bylaws of the Surviving Corporation.

8. Manner and Basis of Converting Shares of Constituent Corporations. At and as of the Effective Time, each outstanding share of common stock of the Merging Corporation will be converted into the right to receive .10 shares of validly issued, fully-paid and non-assessable common stock of DBI. Each shareholder of the Merging Corporation shall surrender the certificates representing the common stock of the Merging Corporation held by such shareholder to DBI as soon as reasonably practicable after the Effective Time and shall receive in exchange certificates representing the number of shares of common stock of DBI which such shareholder is entitled to receive pursuant to this Section 8. Each share of the Merging Corporation which is held immediately prior to the merger as treasury stock shall be canceled and no consideration shall be delivered with respect thereto. None of the issued and outstanding shares of capital stock of the Surviving Corporation shall be converted as a result of the merger, but all of such shares shall remain issued shares of capital stock of the Surviving Corporation.

9. Abandonment. This Plan may be terminated and abandoned at any time before the filing of the Articles of Merger with the Indiana Secretary of State and the Division of the Secretary of Commonwealth of the Commonwealth of Pennsylvania, without further action by the Directors or Shareholders of DBI or the Constituent Corporations, upon the demand of the President of DBI or either of the Constituent Corporations.

Executed by DBI and the Constituent Corporations on the date or dates below indicated.

DBI

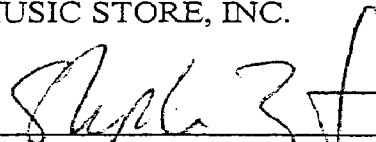
DENNIS BAMBER, INC.

By: 
Dennis Bamber, President

Date Signed: 2/28/02

MERGING CORPORATION


ZAPF'S MUSIC STORE, INC.

By: 
Stephen Zapf, Chief Executive Officer

Date Signed: 2/28/02

SURVIVING CORPORATION

ZAPF'S MUSIC123, INC.

By: 
Dennis Bamber, President

Date Signed: 2/28/02