

U.S. Department of Commerce
Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): SP Software Acquisition Company</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 <u>Delaware</u></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: Madison Media Software, Inc. Address: 10202 W. Washington Blvd. Culver City, California 90232</p>
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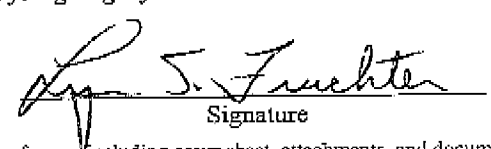
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 17, 2004</u></p>	<p><input type="checkbox"/> 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 type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>76/126,494</u></p> <p>B. Trademark Registration No.(s) <u>2,587,076, 2,634,709, 2,638,964, 2,667,583, 2,483,221, 2,725,375, 2,633,529, 1,999,218, 2,701,212, 2,452,037, 2,687,232, 2,580,125</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Lynn S. Fruchter Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved: <u>13</u></p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>340</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Any deficiency is authorized to be charged to <input type="checkbox"/> Deposit Account No. 03-3415.</p> <p>8. Deposit Account No. <u>03-3415</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Lynn S. Fruchter _____  _____ September 30, 2004
 Name of Person Signing Signature Date

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

CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above. Name: _____ Date: _____

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From-SPE CORPORATE LEGAL

3102442182

T-728 P.004/008 F-811

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SP SOFTWARE ACQUISITION COMPANY

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is SP Software Acquisition Company.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

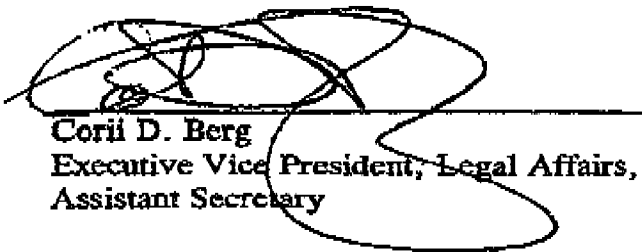
Article **FIRST** of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation (hereinafter referred to as the 'Corporation') is


Madison Media Software, Inc."

THIRD: The amendment effected herein was duly authorized by a Unanimous Written Consent of the Board of Directors of the corporation and by written consent of the sole common stockholder of the corporation pursuant to Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury this 17th day of May 2004.


 Corii D. Berg
 Executive Vice President, Legal Affairs, and
 Assistant Secretary

ATTEST:


 Vicki R. Solmon
 Assistant Secretary