

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Central South Music Sales, Inc.		11/21/2003	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Value Music Concepts, Inc.
Street Address:	825-C Franklin Court
City:	Marietta
State/Country:	GEORGIA
Postal Code:	30067
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2248947	MUSIC 4 LESS

CORRESPONDENCE DATA

Fax Number: (404)685-6929
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-815-3606
 Email: mbedsole@sgrlaw.com
 Correspondent Name: Robert H. G. Lockwood
 Address Line 1: 1230 Peachtree Street, N.E.
 Address Line 2: Suite 3100, Promenade II
 Address Line 4: Atlanta, GEORGIA 30309-3592

ATTORNEY DOCKET NUMBER:	026200.000-VALUE MUSIC
NAME OF SUBMITTER:	Robert H. G. Lockwood

Total Attachments: 3
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OP \$40.00 2248947

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 033580492
CONTROL NUMBER : K324947
EFFECTIVE DATE : 11/30/2003
REFERENCE : 0077
PRINT DATE : 12/24/2003
FORM NUMBER : 411

SMITH, GAMBRELL & RUSSELL
REBECCA SAFERSTEIN
1230 PEACHTREE ST., STE. 3100
ATLANTA GA 30309

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

VALUE MUSIC CONCEPTS INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

CENTRAL SOUTH MUSIC SALES, INC., A TENNESSEE CORPORATION

MUSIC 4 LESS, INC., A TENNESSEE CORPORATION

KAR, INC., A TENNESSEE CORPORATION

RECORD CENTRAL, INC., A TENNESSEE CORPORATION




CATHY COX
SECRETARY OF STATE

BR411 (01/96)

TRADEMARK
REEL: 002949 FRAME: 0345

CERTIFICATE OF MERGER
of
CENTRAL-SOUTH MUSIC SALES, INC.,
a Tennessee corporation;
MUSIC 4 LESS, INC.,
a Tennessee corporation;
KAR, INC.,
a Tennessee corporation;
and
RECORD CENTRAL, INC.,
a Tennessee corporation
with and into
VALUE MUSIC CONCEPTS INC.,
a Georgia corporation

The undersigned, a duly authorized officer of Value Music Concepts Inc., a Georgia corporation, the surviving corporation of the merger of Central-South Music Sales, Inc., a Tennessee corporation; Music 4 Less, Inc., a Tennessee corporation; KAR, Inc., a Tennessee corporation; and Record Central, Inc., a Tennessee corporation with and into Value Music Concepts Inc., a Georgia corporation (the "Merger"), pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, as amended hereby certifies as follows:

ARTICLE I

The names of the corporations which are parties to the Merger are "Central-South Music Sales, Inc.," a Tennessee corporation ("CSMS"); "Music 4 Less, Inc.," a Tennessee corporation ("M4L"); "KAR, Inc.," a Tennessee corporation ("KAR"); "Record Central, Inc.," a Tennessee corporation ("RCI," and collectively with CSMS, M4L and KAR, the "Non-Surviving Constituent Corporations") and "Value Music Concepts Inc.," a Georgia corporation ("VMC"). VMC shall be the surviving corporation of the Merger and shall be named "Value Music Concepts Inc." (hereinafter, the "Surviving Corporation").

ARTICLE II

The Articles of Incorporation of the Surviving Corporation shall be the same as the Articles of Incorporation of VMC in effect immediately prior to the Merger, without any amendment thereto.

ARTICLE III

The executed Plan of Merger, dated as of November 21, 2003, adopted by VMC and each of the Non-Surviving Constituent Corporations (the "Plan of Merger"), is on file at the principal place of business of the Surviving Corporation, the address of which is 825-C Franklin Court, Marietta, Georgia 30067.

ARTICLE IV

A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party to the Merger.

ARTICLE V

Shareholder approval of the Merger was not required.

ARTICLE VI

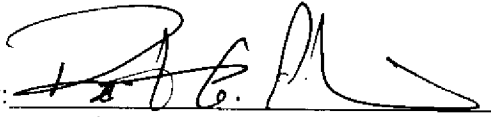
The request for publication of a notice of filing of this Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code, as amended.

ARTICLE VII

The Merger shall be effective as of 11:59 p.m., Atlanta, Georgia time on November 30, 2003.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed in its name by its duly authorized officer as of November 26, 2003.

VALUE MUSIC CONCEPTS INC.

By: 
Robert G. Perkins, President

CORPORATIONS DIVISION

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SECRETARY OF STATE