

5/25/04

05-27-2004

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

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

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

1. Name of conveying party(ies):

Universal Records, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State California Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 11/30/99

2. Name and address of receiving party(ies)

Name: UMG Recordings, Inc.

Internal

Address:

Street Address: 100 Universal City Plaza

City: Universal City State: CA Zip: 91608

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

B. Trademark Registration No.(s) 2306025,

2222052

Additional number(s) attached Yes No

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

Name: Anne B. Nielsen

Internal Address: 1280 Bldg. - 6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA Zip: 91608

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0333

OPR/FINANCE MAY 25 AM 7:24

DO NOT USE THIS SPACE

9. Signature.

Anne B. Nielsen

Name of Person Signing

Signature

May 20, 2004

Date

Total number of pages including cover sheet, attachments, and document: 5

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

05/26/2004 REGISTRATION 00000146 500333 2306025

1 FC:0521 40.00 DA 2 FC:0522 25.00 DA

TRADEMARK REEL: 002975 FRAME: 0459

CERTIFICATE OF MERGER

of

UNIVERSAL RECORDS, INC.

with and into

UMG RECORDINGS, INC.

Pursuant to Section 252 of the
General Corporation Law
of the State of Delaware

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, UMG Recordings, Inc., a Delaware corporation ("UMG Recordings"), hereby certifies the following information relating to the merger of Universal Records, Inc., a California corporation ("Universal Records"), with and into UMG Recordings:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
UMG Recordings, Inc.	Delaware
Universal Records, Inc.	California

SECOND: The Agreement of Merger, dated as of June 30, 1999, between UMG Recordings, Universal Records and PolyGram Holding, Inc., a Delaware corporation and the parent corporation of UMG Recordings and Universal Records (the "Merger Agreement"), setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger is UMG Recordings, Inc.

FOURTH: The certificate of incorporation of UMG Recordings shall be the certificate of incorporation of the surviving corporation.


FIFTH: The executed Merger Agreement is on file at the principal business offices of the surviving corporation at 70 Universal City Plaza, Universal City, CA 91608.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of UMG Recordings or Universal Records.

SEVENTH: The authorized capital stock of Universal Records consists of 1,000 shares of common stock, no par value per share.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the 15th day of October, 1999.

UMG RECORDINGS, INC.

By: 
Karen Randall
Senior Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"UNIVERSAL RECORDS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "UMG RECORDINGS, INC." UNDER THE NAME OF "UMG RECORDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 12:50 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0108562

DATE: 11-30-99