

Form PTO-1504
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
FIRSTCOM MUSIC, INC.

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

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

2. Name and address of receiving party(ies):
Name: ZOMBA ENTERPRISES, INC.
Address: _____
1540 Broadway

New York, New York 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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) & addresses attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 30, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED

B. Trademark Registration No.(s).
SEE ATTACHED

Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lawrence Eli Apolzon
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved:.....30

7. Total fee (37 CFR 3.41) \$ 765.00

Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:
23-0825; Docket No.: ZOME - 0423349

(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.

Lawrence Eli Apolzon [Signature] 11/11/04
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

CH \$765.00 230825 78362848

**SCHEDULE OF TRADEMARKS AGAINST WHICH THE MERGER OF FIRSTCOM
MUSIC, INC. INTO ZOMBA ENTERPRISES, INC. SHOULD BE RECORDED**

| TRADEMARKS | SERIAL NO./REGISTRATION NO. |
|---|------------------------------------|
| ACCESSMUSIC | 2,501,770 |
| ACCESSMUSIC and Design | 2,516,821 |
| DIRECT RESULTS RADIO ADVERTISING | 1,996,718 |
| EVO | 78/362,848 |
| FIRSTCOM | 1,892,399 |
| FIRSTCOM DIGITAL PRODUCTION LIBRARY | 1,893,379 |
| FIRSTCOM DIGITAL PRODUCTION LIBRARY and Design | 1,894,376 |
| FIRSTCOM MUSIC and Design | 2,003,184 |
| FIRSTCOM MUSIC LIBRARY and Design | 2,639,333 |
| FIRSTCOM MUSIC ONLINE and Design | 2,317,818 |
| FIRSTCOM PRESENTS NASHVILLE – THE PROMO LIBRARY + and Design | 1,945,109 |
| FIRSTCOM...FIRST AGAIN | 1,631,826 |
| GOTHAM (Stylized) | 2,544,284 |
| GOTHAM MUSIC LIBRARY | 2,535,879 |
| HM HOLLYWOOD MUSIC and Design | 2,603,657 |
| MAXIMUM IMPACT | 1,911,861 |
| MUSIC HOUSE | 1,492,644 |
| MUSIQUICK | 1,960,255 |
| MUSIQUICK and Design | 1,974,851 |
| MUSIQUICK+ CLIPZ | 1,961,928 |
| MUSIQUICK+CLIPZ and Design | 1,980,815 |
| NASHVILLE – THE PROMO LIBRARY + | 1,943,599 |
| NET FRIENDLY WWW.FIRSTCOM.COM and Design | 2,305,400 |
| SCORE THIS | 78/362,850 |
| SOUND DESIGNER II and Design | 1,974,993 |
| VELOCITY | 78/129,210 |
| VELOCITY and Design | 78/129,217 |
| WWW.FIRSTCOM.COM | 2,313,135 |
| X-RAY MUSIC | 2,786,262 |
| X-RAY MUSIC and Design | 2,756,125 |

TRADEMARK

ARTICLES OF MERGER

OF

FIRSTCOM MUSIC, INC.

INTO

ZOMBA ENTERPRISES, INC.

FILED
In the Office of the
Secretary of State of Texas

AUG 17 2004

Corporations Section

To the Secretary of State
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the foreign parent corporation herein named adopts the following articles of merger for the purpose of merging its Texas wholly-owned subsidiary corporation into said foreign parent corporation.

1. The name of the parent corporation is **Zomba Enterprises, Inc.** and the jurisdiction under which it is organized is the State of New York.
2. The name of the subsidiary corporation is **FirstCom Music, Inc.** and the jurisdiction under which it is organized is the State of Texas.
3. The number of outstanding shares of the subsidiary corporation is 50,000, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is a copy of the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by resolution of the Board of Directors of the parent corporation on June 1, 2004:

1. **Zomba Enterprises, Inc.**, which is a business corporation of the State of New York and is the owner of all of the outstanding shares of **FirstCom Music, Inc.**, which is a business corporation of the State of Texas, hereby merges **FirstCom Music, Inc.** into **Zomba Enterprises, Inc.** pursuant to the provisions of the laws of the jurisdiction of incorporation of **FirstCom Music, Inc.** and pursuant to the provisions of the Business Corporation Law of the State of New York.

Zomba Enterprises, Inc. was formed on July 7, 1977.

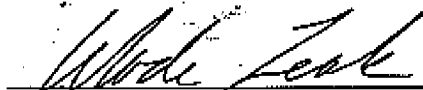
FirstCom Music, Inc. was formed on June 9, 1980 under the name **FirstCom Broadcasting Services, Inc.**

2. The number of outstanding shares of **FirstCom Music, Inc.** is 50,000 shares, all of which are of one class, and all of which are owned by **Zomba Enterprises, Inc.**
 3. The separate existence of **FirstCom Music, Inc.** shall cease upon the effective date of the merger herein provided for pursuant to the provisions of the Texas Business Corporation Act, and **Zomba Enterprises, Inc.** shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Law of the State of New York.
 4. The issued shares of **FirstCom Music, Inc.** shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, inasmuch as **Zomba Enterprises, Inc.** is the owner of all outstanding shares of **FirstCom Music, Inc.**, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
 5. The Board of Directors and the proper officers of **Zomba Enterprises, Inc.** and of **FirstCom Music, Inc.**, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
 6. The laws of the jurisdiction of organization of **Zomba Enterprises, Inc.** permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of **Zomba Enterprises, Inc.**; and the merger of **FirstCom Music, Inc.** into **Zomba Enterprises, Inc.** is in compliance with the laws of the jurisdiction of organization of **Zomba Enterprises, Inc.**
 7. The merger herein provided for shall become effective at 11:59PM E.S.T. on June 30, 2004.
5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which **Zomba Enterprises, Inc.** was incorporated and by its constituent documents.
6. The address of the principal office of the parent corporation in the jurisdiction under the laws of which it is governed is 137-139 W. 25th St., City of New York, County of New York, State of New York 10001.

7. The merger herein provided for shall be effective in the State of Texas at 11:59PM E.S.T. on June 30, 2004.

Executed on June 1, 2004

Zomba Enterprises, Inc.



Wade Leak, Secretary

Directors / Officers Report

As of 6/28/2004

FIRSTCOM MUSIC, INC.**Directors****Nicholas Firth**

Primary Address: c/o BMG
1540 Broadway
New York, NY 10036 (USA)

Director

Last Elected: 3/1/2004

Gary Gross

Primary Address:

Director

Last Elected: 3/1/2004

Brian C. Roberts

Primary Address: c/o BMG
1540 Broadway
New York, New York 10036

Director

Last Elected: 3/1/2004

Officers**Gary Gross**

Primary Address:

President

Last Elected: 3/1/2004

Ken Nelson

Primary Address:

Vice President

Last Elected: 3/1/2004

Robert J. Sorrentino

Primary Address: c/o Bertelsmann, Inc.
1540 Broadway
New York, NY 10036 (USA)

Vice President, Taxes

Last Elected: 3/1/2004

Brian C. Roberts

Primary Address: c/o BMG
1540 Broadway
New York, New York 10036

Treasurer

Last Elected: 3/1/2004

Wade Leak

Primary Address: c/o BMG
1540 Broadway
New York, New York 10036

Secretary

Last Elected: 3/1/2004



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON STRAYHORN • COMPTROLLER • AUSTIN, TEXAS 78774

ROTR455/2H17

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, Carole Keeton Strayhorn, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the current records of this office

FIRSTCOM MUSIC INC

is out of business, that all required reports for taxes administered by the Comptroller have been filed and that the taxes due on those reports have been paid. This certificate may be used for the purpose of dissolution, conversion, merger or withdrawal with the Texas Secretary of State.

This certificate is valid through 12/31/2004

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the
City of Austin, this
17 TH day of AUGUST, 2004 A.D.

A handwritten signature in cursive script that reads "Carole Keeton Strayhorn".

CAROLE KEETON STRAYHORN
Comptroller of Public Accounts

Charter/C.O.A. number: 0052111700

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

August 18, 2004

Corporation Service Company
701 Brazos, Suite 1050
Austin, TX 78701 USA

RE:
Zomba Enterprises, Inc. (Filing Number: Not Applicable)

It has been our pleasure to approve and place on record your articles of merger. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division

Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

FIRSTCOM MUSIC, INC.
Domestic Business Corporation
[Filing Number: 52111700]

Into

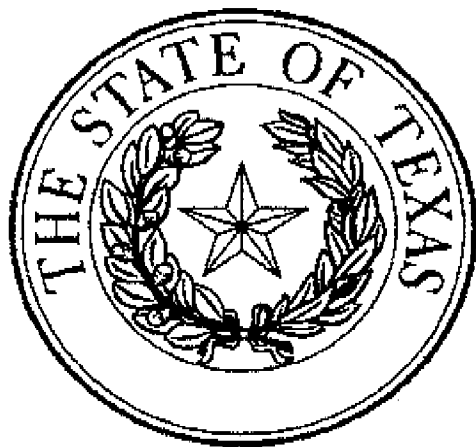
Zomba Enterprises, Inc.
Foreign Business Corporation
NY, USA
[Entity not of Record, Filing Number Not Available]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 08/17/2004

Effective: 08/17/2004



A handwritten signature in black ink that reads "G. Connor".

Geoffrey S. Connor
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Lisa Sartin

FAX(512) 463-5709

TTY7-1-1

TRADEMARK

RECORDED: 11/12/2004

REEL: 002978 FRAME: 0681