

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

CDnow, Inc.

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

Citizenship (see guidelines)

Execution Date(s) December 13, 2001

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CDnow Online, Inc.

Internal

Address:

Street Address: 1540 Broadway

City: New York

State: New York

Country: U.S.A. Zip: 10016

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Pennsylvania
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,168,802

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

INTERNET JUKEBOX

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

Name: Wendy L. Robertson

Internal Address:

Street Address: 1201 W. Peachtree Street

City: Atlanta

State: GA Zip: 30309-3424

Phone Number: 404-881-7000

Fax Number: 404-881-7777

Email Address: ipatl@alston.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 16-0605

Authorized User Name Alston & Bird LLP

9. Signature:



Signature

12/13/01

Date

Wendy L. Robertson
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

200193-1038

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number
2634057

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8347)

Name: RETURN TO CSC

Address: _____

City: _____ State: _____ Zip Code: _____

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on DEC 19 2001

[Signature]
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
CDNOW ONLINE, INC.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider _____ County DAUPHIN
c/o CORPORATION SERVICE COMPANY

_____ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street _____ City _____ State _____ Zip _____ County _____

(b) Name of Commercial Registered Office Provider _____ County _____
c.o

_____ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street _____ City _____ State _____ Zip _____

TRADEMARK

FEE: 002091 FRAME 0173

200193-1039

DSCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
CDNOW, INC.		CORPORATION SERVICE COMPANY	DAUPHIN

4. Check, and if appropriate complete, one of the following.

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
CDNOW ONLINE, INC.	BOARD OF DIRECTORS CONSENT

CDNOW, INC.	BOARD OF DIRECTORS CONSENT
-------------	----------------------------

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

1540 BROADWAY	NEW YORK	NY	10036	NEW YORK
Number and street	City	State	Zip	County

200193-1040

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

13th day of DECEMBER

2001

CDNOW ONLINE, INC.
Name of Corporation/Limited Partnership

Jacqueline Chasey
Signature

JACQUELINE CHASEY, ASSISTANT SECRETARY
Title

CDNOW, INC.
Name of Corporation/Limited Partnership

Jacqueline Chasey
Signature

JACQUELINE CHASEY, ASSISTANT SECRETARY
Title

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

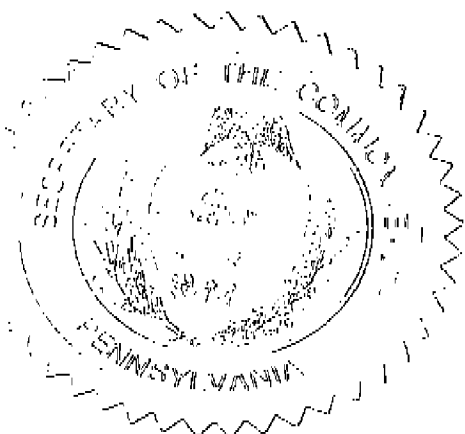
February 24, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

CDNOW ONLINE, INC.

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

STMARTZ