

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 Online, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) January 14, 2002

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: BeMusic, Inc.
Internal _____
Address: _____
Street Address: 28 East 28th St., 8th Flr.
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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

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: Wendy Robertson 12/8/04
Signature Date

Wendy L. Robertson Total number of pages including cover sheet, attachments, and document: 4
Name of Person Signing

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

CFR \$40.00 160605 2168802

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entry Number

2634057

- Business Corporation (§ 1915)
- Nonprofit Corporation (§ 5915)

Name

RETURN TO CSC

Address

City

State

Zip Code

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

Fee: \$52

Filed in the Department of State on

JAN 14 2002

Kim Fitzgerald

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Schaw Malone, Inc.

2. The (a) address of this corporation's 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
CO Corporation Service Company Dauphin

3. The statute by or under which it was incorporated: PA BCL of 1989

4. The date of its incorporation: April 25, 1995

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

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

2662 JAN 14 PM 4:32

TRADEMARK

2002008 542

DSCB:15-1915:5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

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

The amendment adopted by the corporation, set forth in full, is as follows

Article One is replaced in its entirety with the following:

The name of the corporation is "Bemisco, Inc."

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

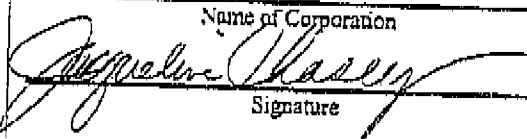
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

14th day of January

2002

CDnow Online, Inc.

Name of Corporation



Signature

Jacqueline Chasey, Assistant Secretary

Title

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

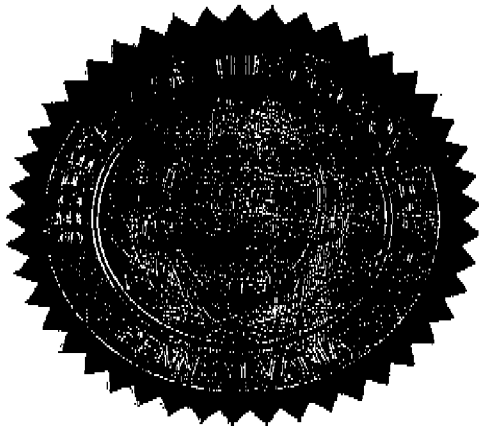
June 10, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

BE MUSIC, 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 Amendment

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