

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WorldSpace Corporation		12/14/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	WorldSpace Systems Corporation		
Street Address:	2400 N Street, N.W.		
City:	Washington		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20037-1153		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76179649	EQUAL ACCESS	
CORRESPONDENCE DATA			
Fax Number:	(415)268-7522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415 268 6842		
Email:	rlal@mofo.com		
Correspondent Name:	Maame Ewusi-Mensah		
Address Line 1:	Morrison & Foerster LLP, 425 Market St.		
Address Line 4:	San Francisco, CALIFORNIA 94105-2482		
NAME OF SUBMITTER:	Maame Ewusi-Mensah		
Signature:	/Maame Ewusi-Mensah/		
Date:	03/23/2005		

Total Attachments: 2
 source=85057-24001.00 - name change to worldspace systems corporation#page1.tif

900021820

TRADEMARK
REEL: 003052 FRAME: 0005

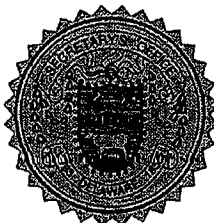
CH \$40.00 76179649

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WORLDSPACE CORPORATION", CHANGING ITS NAME FROM "WORLDSPACE CORPORATION" TO "WORLDSPACE SYSTEMS CORPORATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2004, AT 1:43 O'CLOCK P.M.



2690635 8100

050240121

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3764100

DATE: 03-23-05

TRADEMARK
REEL: 003052 FRAME: 0007

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WORLDSPACE CORPORATION**

WorldSpace Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of WorldSpace Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

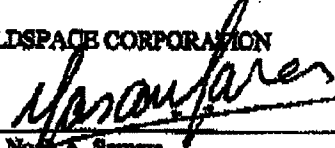
"FIRST: The name of the Corporation is WorldSpace Systems Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WorldSpace Corporation has caused this certificate to be signed by Noah A. Samara, its Chairman and Chief Executive Officer, this 13th day of December, 2004.

WORLDSPACE CORPORATION

By: 
Name: Noah A. Samara
Title: Chairman and Chief Executive Officer

NEWYORK:4376451v1

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:56 PM 12/14/2004
FILED 01:43 PM 12/14/2004
SRV 040903153 - 2690635 FILE