

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Telephone Audio Productions, Inc.		04/30/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Telephone Audio Productions, Inc.
Street Address:	3318 Lakemont Boulevard
City:	Fort Mill
State/Country:	SOUTH CAROLINA
Postal Code:	29708
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2290151	SOLD ON HOLD

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919 286-8049
 Email: PTO_TMconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500
 Address Line 4: Morrisville, NORTH CAROLINA 27650

NAME OF SUBMITTER:	Arlene D. Hanks
Signature:	/Arlene D. Hanks/
Date:	04/14/2005

OP \$40.00 2290151

Total Attachments: 6

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Delaware

PAGE 1

The First State

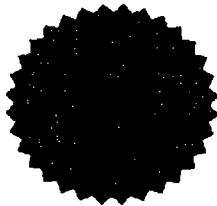
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TELEPHONE AUDIO PRODUCTIONS, INC.", A TEXAS CORPORATION, WITH AND INTO "TELEPHONE AUDIO PRODUCTIONS, INC." UNDER THE NAME OF "TELEPHONE AUDIO PRODUCTIONS, 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 APRIL, A.D. 2004, AT 8:49 O'CLOCK P.M.

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

3796442 8100M

040317714



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3087137

DATE: 05-03-04

TRADEMARK
REEL: 003066 FRAME: 0550

**CERTIFICATE OF MERGER
MERGING
TELEPHONE AUDIO PRODUCTIONS, INC.
(a Texas corporation)
INTO
TELEPHONE AUDIO PRODUCTIONS, INC.
(a Delaware corporation)**

**In accordance with Section 252 of the General Corporation Law
of the State of Delaware**

It is hereby certified as of the 30th day of April, 2004, that:

FIRST: The constituent business corporations participating in the merger (the "Merger") herein certified are:

(i) Telephone Audio Productions, Inc., which is incorporated under the laws of the State of Texas (the "Terminating Corporation"); and

(ii) Telephone Audio Productions, Inc., which is incorporated under the laws of the State of Delaware (the "Surviving Corporation").

SECOND: A Plan and Agreement of Merger between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by the Terminating Corporation in accordance with the laws of the State of Texas and by Telephone Audio Productions, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is Telephone Audio Productions, Inc., which will continue its existence as said Surviving Corporation under its present name upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 3318 Lakemont Boulevard, Fort Mill, South Carolina 29708.

SIXTH: A copy of the Plan and Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost to any stockholder of the Surviving Corporation or the Terminating Corporation.

SEVENTH: The authorized capital stock of the Terminating Corporation consists of 1,000,000 shares of Common Stock, no par value per share.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first set forth above.

TELEPHONE AUDIO PRODUCTIONS, INC.
a Texas corporation

By: /s/ Michael F. Zendan II

Name: Michael F. Zendan II

Title: Vice President

TELEPHONE AUDIO PRODUCTIONS, INC.
a Delaware corporation

By: /s/ Michael F. Zendan II

Name: Michael F. Zendan II

Title: Vice President

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ARTICLES OF MERGER

OF

**TELEPHONE AUDIO PRODUCTIONS, INC.
(a Texas corporation)**

AND

**TELEPHONE AUDIO PRODUCTIONS, INC.
(a Delaware corporation)**

To the Secretary of State
of the State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation with and into the foreign corporation.

1. The names of the constituent corporations are Telephone Audio Productions, Inc., which is a business corporation organized under the laws of the State of Texas ("TAP (TX)"), and which is subject to the provisions of the Texas Business Corporation Act, and Telephone Audio Productions, Inc., which is a business corporation organized under the laws of the State of Delaware ("TAP (DE)").

2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging TAP (TX) with and into TAP (DE) as approved by the directors and the shareholders of the said constituent corporations.

3. The number of shares of TAP (TX) which were outstanding at the time of the approval of the Plan and Agreement of Merger by its shareholders, and their adoption of a resolution authorizing the merger, is 1,000,000, all of which are of one class.

4. The approval of the Plan of Merger by the shareholders of TAP (TX) was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given.

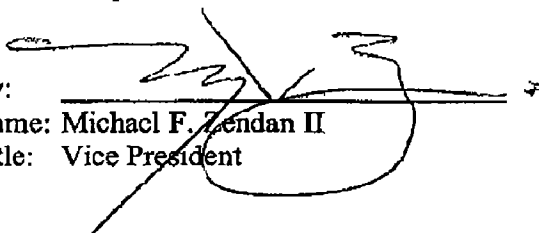
5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which TAP (DE) was incorporated and by its constituent documents.

6. TAP (DE) will continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Articles of Merger
as of the date first set forth above.

TELEPHONE AUDIO PRODUCTIONS, INC.
a Texas corporation

By: 
Name: Michael F. Zendan II
Title: Vice President

TELEPHONE AUDIO PRODUCTIONS, INC.
a Delaware corporation

By: 
Name: Michael F. Zendan II
Title: Vice President