

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
CDNow Online, Inc.	FORMERLY CDNow, Inc.	01/14/2002	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	BeMusic, Inc.		
Street Address:	28 East 28th Street, 8th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2372087	CD NOW	
Registration Number:	2667702	NEVER MISS A BEAT	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-881-7000		
Email:	barbara.yates@alston.com		
Correspondent Name:	Russell P. Beets, Esq.		
Address Line 1:	1201 W. Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	104037/237871		
NAME OF SUBMITTER:	Russell P. Beets		
Signature:	/Russell P. Beets/		

OP \$65.00 2372087

Date:

05/10/2006

Total Attachments: 2

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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:

1. The name of the corporation is "BeMusic, 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.

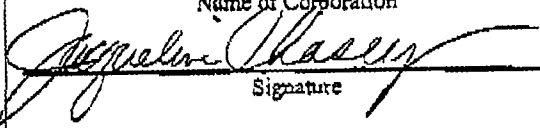
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

14th day of January

2002

CDnow Online, Inc.

Name of Corporation



Signature

Jacqueline Chasey, Assistant Secretary

Title