

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
BeMusic, Inc.	FORMERLY CDNow Online, Inc.	04/15/2004	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	BMG Direct, 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:	2234018	CDNOW	
Registration Number:	2999206	LISTEN TO MORE. LISTEN FOR LESS.	
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 2234018

Date:

05/10/2006

Total Attachments: 2

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2004041-428

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

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

Entity Number
2634057

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

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

Address _____
City _____ State _____ Zip Code _____

Fee: \$70

Filed in the Department of State on APR 30 2004

[Signature]
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:
BEMUSIC, 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
<u>c/o Corporation Service Company</u>				<u>Dauphin</u>

3. The statute by or under which it was incorporated: Business Corporation Law of 1933

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

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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

The name of the corporation is BMG DIRECT, 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

15th day of April

2004

BMG DIRECT, INC.
Name of Corporation

Magueline Chasery
Signature

ASSISTANT SECRETARY
Title