

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/02/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BENSON RECORDS, INC.		07/30/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	PROVIDENT LABEL GROUP LLC
Street Address:	550 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2370937	DIADEM

CORRESPONDENCE DATA

Fax Number: (212)813-5901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-813-5900
 Email: anicolescu@fzlj.com
 Correspondent Name: LAWRENCE E. APOLZON
 Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.
 Address Line 2: 866 UNITED NATIONS PLAZA
 Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	PROV 04/17673
NAME OF SUBMITTER:	Lawrence E. Apolzon
Signature:	/anca nicolescu/

CH \$40.00 2370937

Date:

09/21/2007

Total Attachments: 5

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CERTIFICATE OF MERGER

OF

BENSON RECORDS, INC.

INTO

PROVIDENT LABEL GROUP LLC

Section 1003 of the Limited Liability Company Law

100
STATE OF NEW YORK
DEPARTMENT OF STATE

AUG 02 2004

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AS

Filer: Bertelsmann Inc.
24th Floor
1540 Broadway
New York, NY 10036-4099
Cust. Ref#819097JS1

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 30, 2007



A handwritten signature in black ink, appearing to be "C. J. ...", written over a faint circular stamp.

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

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Certificate of Merger of

Benson Records, Inc.,
a New York Corporation

into

Provident Label Group LLC,
a Delaware Limited Liability Company

Under Section 1003 of the Limited Liability Company Law

FIRST: The constituent entities of the merger are:

<u>Name</u>	<u>Jurisdiction of Organization/Incorporation</u>
Benson Records, Inc.	New York
Provident Label Group LLC	Delaware

SECOND: Benson Records, Inc., a New York corporation, filed its initial certificate of incorporation with the Department of State of the State of New York on August 12, 1992. The name under which Benson Records, Inc. was formed is Music Entertainment Group, Inc.

THIRD: An Agreement and Plan of Merger (the "Plan of Merger") dated as of July 1, 2004 between Benson Records, Inc. and Provident Label Group LLC has been approved and executed by each of the constituent corporation and limited liability company.

FOURTH: The name of the surviving limited liability company is Provident Label Group LLC.

FIFTH: Provident Label Group LLC, a Delaware limited liability company, filed its initial articles of organization with the Department of State of the State of Delaware on June 30, 2004. Provident Label Group LLC has not filed an application for authority to do business in the State of New York, and Provident Label Group LLC is not to do business in the State of New York until an application for authority to do business shall have been filed with the Department of State of the State of New York.

SIXTH: Provident Label Group LLC may be served with process in the State of New York in any action or special proceeding for the enforcement of any

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liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in the State of New York that is to merge, and for the enforcement as provided in the New York Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against Provident Label Group LLC.

SEVENTH: Subject to the provisions of Section 623 of the New York Business Corporation Law, Section 1005 of the New York Limited Liability Company Law or any applicable statute, Provident Label Group LLC will promptly pay to the shareholders of each constituent domestic business corporation, the members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law, the New York Limited Liability Company Law and any applicable statute relating to the right of the shareholders, members and owners to receive payment for their interests.

EIGHTH: The Secretary of State of the State of New York is designated as agent of Provident Label Group LLC upon whom process against it may be served in the manner set forth in Article Three of the New York Limited Liability Company Law in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is Wade Leak, Esq., c/o BMG Music, 1540 Broadway, New York, New York 10036. Such office address shall supersede any prior address designated as the address to which process against Provident Label Group shall be mailed.

NINTH: The merger herein certified is permitted by the laws of the State of Delaware and is in compliance therewith.

TENTH: The Plan of Merger is on file at a place of business of Provident Label Group LLC. The address of such place of business is Bertelsmann, Inc., 1540 Broadway, New York, NY 10036.

ELEVENTH: A copy of the Plan of Merger will be furnished by Provident Label Group LLC on request and without cost to any member of any domestic limited liability company or any person holding an interest in any other business entity that is to merge or consolidate.

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IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of July, 2004, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

BENSON RECORDS, INC.

By: *Wade Leak*
Name: Wade Leak
Title: Secretary

PROVIDENT LABEL GROUP LLC

By: *Wade Leak*
Name: Wade Leak
Title: Secretary

(NY)0316603/CLOSING/ACO_TEMPLATT2/MERGER/PDHALCERTS/provident ny 2004 cert.doc

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