

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
Bertelsmann Direct North America, Inc.		03/24/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Direct Group North America, Inc.		
Street Address:	1540 Broadway		
Internal Address:	24th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2234018	CDNOW	
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:	betsy.perkins@alston.com		
Correspondent Name:	Laura Kees		
Address Line 1:	1201 West Peachtree Street		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	104037/237871		
NAME OF SUBMITTER:	Laura Kees		
Signature:	/Laura Kees/		

OP \$40.00 2234018

Date:

02/09/2009

Total Attachments: 3

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**BERTELSMANN DIRECT NORTH AMERICA, INC.
NAME CHANGE TO DIRECT GROUP NORTH
AMERICA, INC.**

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 "BERTELSMANN DIRECT NORTH AMERICA, INC.", CHANGING ITS NAME FROM "BERTELSMANN DIRECT NORTH AMERICA, INC." TO "DIRECT GROUP NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2008, AT 4:24 O'CLOCK P.M.

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



4065485 8100

080348603

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6472251

DATE: 03-24-08

TRADEMARK

REEL: 003932 FRAME: 0192

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:25 PM 03/24/2008
FILED 04:24 PM 03/24/2008
SRV 080348603 - 4065485 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of _____
BERTELSMANN DIRECT NORTH AMERICA, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " FIRST " so that, as amended, said Article shall be and read as follows:

The name of the corporation shall be "DIRECT GROUP NORTH AMERICA, INC."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 24th day of March, 2008.

By: Jacqueline Chasen
Authorized Officer

Title: Asst. Secretary

Name: Jacqueline Chasen
Print or Type

TRADEMARK