

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
Direct Group North America, Inc.		08/12/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Direct Brands, Inc.		
Street Address:	One Penn Plaza, 250 West 34th Street		
Internal Address:	5th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10119		
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/		
Date:	02/09/2009		

OP \$40.00 2234018

Total Attachments: 4

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**DOCUMENT SHOWING DIRECT GROUP NORTH
AMERICA, INC. NAME CHANGE TO DIRECT BRANDS, INC.**

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REEL: 003932 FRAME: 0232

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 "DIRECT GROUP NORTH AMERICA, INC.", CHANGING ITS NAME FROM "DIRECT GROUP NORTH AMERICA, INC." TO "DIRECT BRANDS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF AUGUST, A.D. 2008, AT 1:53 O'CLOCK P.M.

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

4065485 8100

080865939

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6787309

DATE: 08-12-08

TRADEMARK

REEL: 003932 FRAME: 0233

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:53 PM 08/12/2008
FILED 01:53 PM 08/12/2008
SRV 080865939 - 4065485 FILE

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
DIRECT GROUP NORTH AMERICA, INC.

Direct Group North America, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: That on August 12, 2008, the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the proposed amendment to the sole stockholder of the Corporation for its consideration and approval. The proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting the first paragraph in its entirety and replacing it with a new first paragraph to read as follows:

FIRST. The name of the corporation is Direct Brands, Inc."

SECOND: That thereafter on August 12, 2008, said amendment was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law.

[Signature on following page]

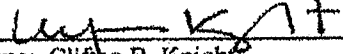
LRGSAI 01/13089136v1

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REEL: 003932 FRAME: 0234

IN WITNESS WHEREOF, Direct Group North America, Inc. has caused this Certificate of Amendment to be signed by a duly authorized officer this 12th day of August, 2008.

DIRECT GROUP NORTH AMERICA,
INC.

By: 
Name: Clifton B. Knight
Title Executive V.P., Legal &
Business Affairs and Secretary

LEGAL01/13891361

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TRADEMARK

RECORDED: 02/09/2009

REEL: 003932 FRAME: 0235