

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/26/2000		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	SOUNDELUX ENTERTAINMENT GROUP, INC.		05/26/2000
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC.		
Street Address:	1013 Centre Rd.		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19805		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2235685	SOUNDELUX
	Registration Number:	2242457	SOUNDELUX
CORRESPONDENCE DATA			
Fax Number:	(213)687-0498		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2137872523		
Email:	trademarks@cblh.com		
Correspondent Name:	Victor K. Sapphire, Esq.		
Address Line 1:	333 S Grand Avenue, Suite 2300		
Address Line 2:	Connolly Bove Lodge & Hutz LLP		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
ATTORNEY DOCKET NUMBER:	70383-3/4		
NAME OF SUBMITTER:	Victor K. Sapphire, Esq.		

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Signature:	/victor sapphire/
Date:	08/17/2009
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CERTIFICATE OF MERGER

OF

**SOUNDELUX ENTERTAINMENT GROUP, INC.,
A California Corporation**

INTO

**SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC.,
A Delaware Corporation**

**(PURSUANT TO SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

SounDelux Entertainment Group of Delaware, Inc., a Delaware corporation (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
SounDelux Entertainment Group of Delaware, Inc.	Delaware
SounDelux Entertainment Group, Inc.	California

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is SounDelux Entertainment Group of Delaware, Inc.

FOURTH: That the certificate of incorporation of the Corporation shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 1013 Centre Road, City of Wilmington, County of New Castle, 19805.

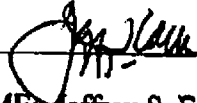
SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That SounDelux Entertainment Group, Inc., has authorized capital stock totaling 25,000,000 shares, consisting of 25,000,000 shares of common stock, without par value, of which 15,808,964 shares of common stock have been duly issued and are now outstanding.

EIGHTH: That this Certificate of Merger shall be effective upon filing with the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 26th day of May, 2000.

SOUNDELUX ENTERTAINMENT GROUP OF
DELAWARE, INC., a Delaware corporation

BY:  _____

NAME: Jeffrey S. Edell

ITS: President

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