

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
Rhapsody America LLC		03/31/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Rhapsody International Inc.
Street Address:	2601 Elliott Avenue
Internal Address:	Suite 1000
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	77932138	RHAPSODY
Serial Number:	77934061	RHAPSODY
Serial Number:	77934054	RHAPSODY
Serial Number:	77932120	RHAPSODY
Serial Number:	77934105	RHAPSODY
Serial Number:	77934114	RHAPSODY

CORRESPONDENCE DATA

Fax Number: (510)295-2401
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 510-841-9800
 Email: trademarks@cobaltlaw.com
 Correspondent Name: Lezlie Jensen Huston
 Address Line 1: 918 Parker Street, Building A21
 Address Line 2: Cobalt LLP

CH \$165.00 77932138

Address Line 4: Berkeley, CALIFORNIA 94710

ATTORNEY DOCKET NUMBER:

RHAPSODY ASSIGNMENTS #2

NAME OF SUBMITTER:

Gregory Soltys

Signature:

/Gregory Soltys/

Date:

06/04/2010

Total Attachments: 15

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Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "RHAPSODY AMERICA LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "RHAPSODY AMERICA LLC" TO "RHAPSODY INTERNATIONAL INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2010, AT 2:41 O'CLOCK P.M.

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

4395819 8100V

100338651




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7904428

DATE: 03-31-10

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

TRADEMARK
REEL: 004219 FRAME: 0224

CERTIFICATE OF CONVERSION TO CORPORATION

CONVERTING

RHAPSODY AMERICA LLC
(A Delaware Limited Liability Company)

TO

RHAPSODY INTERNATIONAL INC.
(A Delaware Corporation)

Rhapsody America LLC, the Limited Liability Company that is converting to a Delaware corporation (the "Converting Company"), and Michael McGinn, as a person authorized to sign this certificate of conversion on behalf of Rhapsody International Inc., a Delaware corporation (the "Corporation"), hereby certify that:

1. Name of Converting Company. The name of the Converting Company immediately prior to the filing of this Certificate of Conversion was "Rhapsody America LLC."

2. Date and Jurisdiction of Organization of Converting Company. The date on which, and the jurisdiction where, the Converting Company was first formed is as follows:

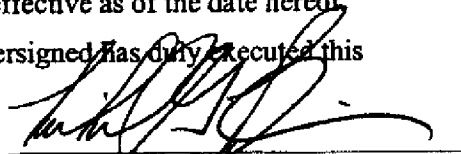
<u>Date</u>	<u>Jurisdiction</u>
August 16, 2007	Delaware

3. Name of Converted Corporation. The name of the Delaware corporation to which the Converting Company is being converted and the name set forth in the Certificate of Incorporation of the Corporation being filed in accordance with Section 265 of the Delaware General Corporation Law is "Rhapsody International Inc."

4. Approval of Conversion. The conversion of the Converting Company to the Corporation has been approved in accordance with the provisions of Section 265 of the Delaware General Corporation Law and Section 18-216 of the Delaware Limited Liability Company Act.

5. Effective Time. This Certificate of Conversion, and conversion of the Converting Company to the Corporation, shall be effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of March 31, 2010.



Michael McGinn
Authorized Person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "RHAPSODY INTERNATIONAL INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2010, AT 2:41 O'CLOCK P.M.

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



4395819 8100V

100338651

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7904428

DATE: 03-31-10

TRADEMARK
REEL: 004219 FRAME: 0226

CERTIFICATE OF INCORPORATION

OF

RHAPSODY INTERNATIONAL INC.

The corporation was incorporated under the name "Rhapsody International Inc." by the filing of its Certificate of Conversion and Certificate of Incorporation with the Secretary of State of the State of Delaware on March 31, 2010.

ARTICLE I

Name

The name of this corporation (hereinafter the "Corporation") is Rhapsody International Inc.

ARTICLE II

Address; Registered Agent

The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle. The name of the Corporation's registered agent for service of process in the State of Delaware at such address is Corporation Service Company.

ARTICLE III

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

Capital Stock

SECTION 1. Authorized Capital Stock. (a) The total number of shares of capital stock that the Corporation shall have authority to issue is 215,500,000 shares, consisting of 95,000,000 shares of Class A Common Stock, par value of \$0.01 per share ("Class A Stock"), 73,000,000 shares of Class B Common Stock, par value \$0.01 per share ("Class B Stock") and, together with the Class A Stock, "Common Stock", and 47,500,000 shares of Preferred Stock, par value of \$0.01 per share ("Preferred Stock"). The number of authorized shares of any of the Class A Stock, the Class B Stock or the Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting

power of the stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL (or any successor provision thereto), and no vote of the holders of any of the Class A Stock, Class B Stock or Preferred Stock voting separately as a class shall be required therefor; provided, that, for so long as RealNetworks, Inc. or any of its wholly-owned subsidiaries owns a majority of the outstanding shares of Preferred Stock, the number of authorized shares of Preferred Stock may be increased or decreased only upon the express written consent of RealNetworks, Inc.; provided, further, that, concurrent with any increase or decrease in the number of authorized shares of Class B Stock, the number of authorized shares of Class A Stock is proportionately increased or decreased, as applicable.

As used herein, the term "Voting Power" shall mean total voting power in the election of directors of all outstanding Voting Stock and "Voting Stock" shall mean all classes and series of capital stock of a corporation entitled generally to vote in the election of directors.

(b) If the Corporation shall in any manner subdivide or combine the outstanding shares of Class A Stock, Class B Stock or Preferred Stock, the outstanding shares of the other classes of Capital Stock shall be proportionally subdivided or combined in the same manner and on the same basis as the outstanding shares of Class A Stock, Class B Stock or Preferred Stock, as the case may be, that have been subdivided or combined so as to preserve the relative proportion of the equity of the Corporation represented by the outstanding shares of each class and the conversion rights of the outstanding shares of each class, if any, immediately prior to the transaction giving rise to an adjustment pursuant to this paragraph.

SECTION 2. Common Stock. (a) Except for the Class A Stock's status as Voting Stock and the other differences in voting rights between the holders of Class A Stock and Class B Stock set forth in Sections 1 and 5 of this Article IV, the Class A Stock and the Class B Stock shall have the same rights and powers and shall rank equally and share ratably as to all matters.

(b) Except as otherwise provided in this Certificate of Incorporation, including, without limitation Section 3(c) of this Article IV, upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Stock and Class B Stock shall be entitled to receive all the assets of the Corporation available for distribution to its stockholders ratably as a single class in proportion to the number of shares held by them.

(c) The Class A Stock and the Class B Stock are subject to all the powers, rights, privileges, preferences and priorities of the Preferred Stock as shall be stated and expressed in this Certificate of Incorporation.

SECTION 3. Preferred Stock. (a) Except as expressly provided in Section 3(c) of this Article IV, the Preferred Stock shall rank *pari passu* with the Common Stock as to payment of dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation.

(b) (i) Each share of Preferred Stock may at any time be converted by the record holder thereof into one fully paid and nonassessable share of Class A Stock at such holder's option. The conversion right set forth in the first sentence of this subparagraph (i) shall be exercised by the surrender of the certificate representing such share of Preferred Stock to be converted to the Corporation at any time during normal business hours at the principal executive offices of the Corporation, or if an agent for the registration of transfer of shares of Preferred Stock is then duly appointed and acting (said agent being hereinafter called the "Transfer Agent"), then at the office of the Transfer Agent, accompanied by a written notice of the election by the record holder thereof to convert and (if so required by the Corporation or the Transfer Agent) by instruments of transfer, in form satisfactory to the Corporation and to the Transfer Agent, duly executed by such holder or such holder's duly authorized attorney, and together with any necessary transfer tax stamps or funds therefor, if required pursuant to subparagraph (v) of this subsection (b).

(ii) As promptly as practicable after the surrender for conversion of a certificate or certificates representing shares of Preferred Stock in the manner provided in paragraph (i) of this subsection (b) and the payment in cash of any amount required by the provisions of paragraphs (i) and (v) of this subsection (b), the Corporation will deliver or cause to be delivered at the office of the Transfer Agent to or upon the written order of the holder thereof, a certificate or certificates representing the number of full shares of Class A Stock issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificates representing shares of Preferred Stock and all rights of the holder of such shares as such holder shall cease at such time and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Stock at such time; provided, however, if any such surrender and payment is made on any date when the stock transfer books of the Corporation shall be closed, the person or persons in whose name or names the certificate or certificates representing shares of Class A Stock are to be issued as the record holder or holders thereof shall be treated for all purposes as having become the record holder or holders of such shares immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

(iii) No adjustments in respect of dividends shall be made upon the conversion of any share of Preferred Stock; provided, however, that if a share shall be converted subsequent to the record date for the payment of a dividend or other distribution on shares of Preferred Stock, but prior to such payment, the registered holder of such share at the close of business on such record date shall be entitled to receive the dividend or other distribution payable on such share upon the date set for payment of such dividend or other distribution notwithstanding the conversion thereof or the Corporation's default in payment of the dividend due on such date (provided, however, that if the applicable

distribution is a share distribution then the type of security distributed in respect of such share shall be the type that would have been distributed had the conversion been made prior to such record date).

(iv) The Corporation will at all times reserve and keep available, solely for the purpose of issuance upon conversion of the outstanding shares of Preferred Stock, such number of shares of Class A Stock as shall be issuable upon the conversion of all such outstanding shares; provided, however, that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations in respect of the conversion of the outstanding shares of Preferred Stock by delivery of purchased shares of Class A Stock which are held in the treasury of the Corporation. All shares of Preferred Stock which shall be issued upon conversion of the shares of Class A Stock will, upon issue, be fully paid and nonassessable and not subject to any preemptive rights.

(v) The issuance of certificates for shares of Class A Stock upon conversion of shares of Preferred Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Preferred Stock converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid.

(vi) Any shares of Preferred Stock which shall have been converted into Class A Stock at any time pursuant to the provisions of this subsection (b) shall, after such conversion, be retired.

(c) In the event of voluntary or involuntary liquidation, Deemed Liquidation Event, dissolution or winding up of the Corporation (collectively, a "Liquidation Event"), the holders of shares of Preferred Stock, unless such shares are converted to shares of Class A Stock pursuant to Section 3(b) of this Article IV, shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders (the "Proceeds"), prior to and in preference to any distribution made on the Common Stock or any other stock ranking junior to the Preferred Stock, an amount per share equal to the greater of (i) \$0.21053 (as adjusted for any stock splits, stock dividends, reverse stock splits, stock combinations and other similar capitalization changes) and (ii) the amount per share holders of Preferred Stock would be entitled to receive on an as-converted basis if such shares had been converted to shares of Class A Stock pursuant to Section 3(b) of this Article IV (clause (ii), the "Pro Rata Amount"); provided, however, if the Proceeds are equal to or greater than \$50,000,000 (Fifty Million U.S. Dollars) then the holders of shares of Preferred Stock shall only be entitled to the Pro Rata Amount. After payment has been made to the holders of shares of Preferred Stock pursuant to this Section 3(c) of this Article IV, such holders shall surrender all certificates representing shares of Preferred Stock to the Corporation and shall not be entitled to any rights with respect to such shares, including further participation in any distribution of assets of the Corporation. For the avoidance of doubt, if the Proceeds are

less than the product of (x) \$10,000,000 (Ten Million U.S. Dollars), multiplied by (y) a fraction, the numerator of which is the number of outstanding shares of Preferred Stock as of the date of the distribution of the Proceeds and the denominator of which is the number of outstanding shares of Preferred Stock as of the date of the filing of this Certificate of Incorporation, then the aggregate payment to the holders of shares of Preferred Stock made pursuant to clause (i) above shall be the total Proceeds available for distribution to the stockholders.

(d) Each of the following events shall be considered a "Deemed Liquidation Event":

- (i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person ("Person"), or any other corporate reorganization, in a single transaction or a series of related transactions, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, do not hold, immediately after such consolidation, merger or reorganization, at least a majority of the aggregate Voting Power of the Voting Stock of the Corporation or resulting or surviving corporation or the ultimate parent entity of such resulting or surviving corporation; or
- (ii) the sale, lease, transfer, conveyance or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, conveyance or other disposition is (x) to a wholly owned subsidiary of the Corporation or (y) pursuant to the grant of a security interest or mortgage or similar agreement entered into in connection with a financing transaction (it being understood that a foreclosure under such agreement shall not be covered by this exception).

SECTION 4. Distributions. (a) Subject to Sections 3 and 4(b) of this Article IV, dividends or other distributions with respect to the Class A Stock, the Class B Stock and the Preferred Stock shall be made in an equal amount per share, at such times and in such amounts as may be determined by the board of directors of the Corporation (the "Board") and declared out of any funds lawfully available therefor and no dividend or distribution shall be declared or paid on one class of shares without declaring or paying an equal dividend on the other classes of shares. Dividends and other distributions with respect to the Class A Stock, the Class B Stock and the Preferred Stock shall be payable only when, as and if declared by the Board.

(b) Subject to the provisions of law, if at any time a dividend or other distribution with respect to the Class A Stock, Class B Stock or Preferred Stock is to be paid in shares of Class A Stock, Class B Stock, Preferred Stock, or any other securities of

the Corporation or any other Person (hereinafter sometimes called a “share distribution”), such share distribution shall be declared and paid only as follows:

- (i) a share distribution consisting of shares of Class A Stock (or Convertible Securities that are convertible into, exchangeable for or evidence the right to purchase shares of Class A Stock) with respect to shares of Class A Stock and Preferred Stock and, on an equal per share basis, shares of Class B Stock (or Convertible Securities that are convertible into, exchangeable for or evidence the right to purchase shares of Class B Stock) with respect to shares of Class B Stock; and
- (ii) a share distribution consisting of shares of any class or series of securities of the Corporation or any other Person other than Class A Stock, Class B Stock or Preferred Stock (and other than Convertible Securities that are convertible into, exchangeable for or evidence the right to purchase shares of Class A Stock, Class B Stock or Preferred Stock), on the basis of a distribution of identical securities, on an equal per share basis, with respect to shares of Class A Stock, Class B Stock and Preferred Stock.

As used herein, the term “Convertible Securities” shall mean any securities of the Corporation (other than any class of Common Stock) that are convertible into, exchangeable for or evidence the right to purchase any class of Common Stock or Preferred Stock, whether upon conversion, exercise or exchange, pursuant to anti-dilution provisions of such securities or otherwise.

SECTION 5. Stockholder Voting. Except as otherwise provided hereunder or required by law, with respect to all matters presented to the stockholders of the Corporation for a vote or for action by written consent, the holders of any outstanding shares of Class A Stock and the holders of any outstanding shares of Preferred Stock shall vote together without regard to class, and every holder of the outstanding shares of Class A Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of Class A Stock standing in such holder’s name and every holder of the outstanding shares of Preferred Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of Preferred Stock standing in such holder’s name; provided, the holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment of this Certificate of Incorporation if the amendment increases or decreases the par value of the shares of such class, or alters or changes the powers, preferences, or special rights of the shares of such class so as to affect them adversely. Except as otherwise required by law or as provided by this Certificate of Incorporation, the holders of outstanding shares of Class B Stock shall not be entitled to any voting rights or powers upon any matters presented to the stockholders of the Corporation.

ARTICLE V

DGCL Section 203

The Corporation hereby expressly elects not to be governed by the provisions of Section 203 of the DGCL, and the restrictions and limitations set forth therein.

ARTICLE VI

Directors

SECTION 1. Board of Directors. (a) The business and affairs of the Corporation shall be managed by or under the direction of the Board, the exact number of directors comprising the entire Board to be not less than three nor more than ten as determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board. As used in this Certificate of Incorporation, the term "entire Board" means the total number of directors that the Corporation would have if there were no vacancies or unfilled newly created directorships.

(b) Directors shall be elected at each annual meeting of stockholders, and each director elected shall hold office until such director's successor has been elected and qualified, subject, however, to earlier death, resignation or removal from office.

SECTION 2. Removal; Filling of Newly Created Directorships and Vacancies. (a) Any director or the entire Board may be removed, with or without cause, by the affirmative vote of a majority of the combined Voting Power of the outstanding Voting Stock.

(b) Newly created directorships resulting from any increase in the number of directors shall be filled by the stockholders by the affirmative vote of the holders of a majority of the combined Voting Power of the Voting Stock, voting together as a single class and any vacancies on the Board resulting from death, resignation, removal or other cause shall be filled by the stockholders by the affirmative vote of the holders of a majority of the combined Voting Power of the Voting Stock, voting together as a single class.

SECTION 3. Limitation on Director Liability. To the fullest extent that the DGCL or any other law of the State of Delaware as it exists or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Section 3 of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VII

Provisions Relating to the Founding Stockholders

SECTION 1. Founding Stockholders. In anticipation that RN Sub and MTVN Sub (as such terms are defined in the Stockholder Agreement of the Corporation, dated as of March 31, 2010, by and among the Corporation, RealNetworks, Inc., RealNetworks Digital Music of California, Inc., Viacom International Inc. and DMS Holdco Inc., as amended from time to time (the "Stockholder Agreement")) (collectively, the "Founding Stockholders") may engage, directly or indirectly, in the same or similar activities or lines of business as the Corporation and have an interest in the same areas of corporate opportunities, and in recognition of the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with the Founding Stockholders (including potential service of officers, directors, members, stockholders, partners or employees of the Founding Stockholders as officers, directors and employees of the Corporation), the provisions of this Article VII are set forth to regulate, define and guide, to the fullest extent permitted by the DGCL, the conduct of certain affairs of the Corporation as they may involve the Founding Stockholders and their respective officers, directors, members, partners and employees and the powers, rights and duties of the Corporation and the Founding Stockholders and their respective officers, directors, employees, members, stockholders and partners in connection therewith. The following provisions shall be applicable to the maximum extent permitted by applicable Delaware law.

SECTION 2. Competition and Corporate Opportunities. None of the Founding Stockholders or any director, officer, member, partner, stockholder or employee of any Founding Stockholder (each a "Specified Party"), independently or with others, shall have any duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as the Corporation and that might be in direct or indirect competition with the Corporation. In the event that any Founding Stockholder or Specified Party acquires knowledge of a potential transaction or matter that may be a corporate opportunity for any Founding Stockholder or Specified Party, as applicable, and the Corporation, none of the Founding Stockholders or Specified Parties shall have any duty to communicate or offer such corporate opportunity to the Corporation, and any Founding Stockholder and Specified Party shall be entitled to pursue or acquire such corporate opportunity for itself or to direct such corporate opportunity to another Person and the Corporation shall have no right in or to such corporate opportunity or to any income or proceeds derived therefrom.

SECTION 3. Allocation of Corporate Opportunities. (a) To the maximum extent permitted by applicable Delaware law, in the event that a director, officer or employee of the Corporation who is also a Founding Stockholder or Specified Party acquires knowledge of a potential transaction or matter that may be a corporate opportunity or otherwise is then exploiting any corporate opportunity, subject to Section 3(b) of this Article VII, the Corporation shall have no interest in such corporate opportunity and no expectancy that any corporate opportunity be offered to the Corporation, any such interest or expectancy being hereby renounced, so that, as a result

of such renunciation, and for the avoidance of doubt, such Specified Party (i) shall have no duty to communicate or present such corporate opportunity to the Corporation, (ii) shall have the right to hold any such corporate opportunity for its own account or to recommend, sell, assign or transfer such corporate opportunity to Persons other than the Corporation and (iii) shall not breach any fiduciary duty to the Corporation by reason of the fact that such Specified Party pursues or acquires any such corporate opportunity for itself or directs, sells, assigns or transfers such corporate opportunity to another Person or does not communicate information regarding such corporate opportunity to the Corporation.

(b) Notwithstanding the provisions of Sections 2 and 3(a) of this Article VII, the Corporation does not renounce any interest or expectancy it may have in any corporate opportunity that is offered to any Founding Stockholder or Specified Party, if such opportunity is expressly offered to such Founding Stockholder or Specified Party solely in, and as a direct result of, his or her capacity as a director, officer or employee of the Corporation.

(c) No amendment or repeal of this Section 3 of this Article VII shall apply to or have any effect on the liability or alleged liability of any Founding Stockholder or Specified Party for or with respect to any corporate opportunity of which such Founding Stockholder or Specified Party becomes aware prior to such amendment or repeal.

(d) Notwithstanding anything to the contrary in this Article VII, if the chief executive officer of the Corporation shall be a Specified Party by virtue of his relationship to RN Sub or MTVN Sub, then any corporate opportunity offered to such officer shall be deemed to have been offered to such officer in his capacity as an officer of the Corporation (and shall belong to the Corporation) unless such offer clearly and expressly is presented to such officer solely in his capacity as an officer, employee, director or member of RN Sub or MTVN Sub, as applicable.

SECTION 4. Certain Matters Deemed Not Corporate Opportunities. (a) In addition to and notwithstanding the foregoing provisions of this Article VII, a corporate opportunity shall not be deemed to belong to the Corporation, and the Corporation hereby renounces any interest therein, if it is a business opportunity that the Corporation is not financially able or contractually permitted or legally able to undertake, or that is, from its nature, not in the line of the Corporation's business or is of no practical advantage to it or that is one in which the Corporation has no interest or reasonable expectancy.

(b) For purposes of this Article VII only, (i) the term "Corporation" shall mean the Corporation and all corporations, limited liability companies, partnerships, joint ventures, associations and other entities in which the Corporation beneficially owns (directly or indirectly) fifty percent (50%) or more of the outstanding voting stock, voting power or similar voting interests, except that for purposes of determining those persons who are directors of the Corporation, such term shall mean the Corporation without regard to any other entities in which it may hold an interest, and (ii) the term "Founding

Stockholder” shall mean a Founding Stockholder and all corporations, limited liability companies, partnerships, joint ventures, associations and other entities (other than, if applicable, the Corporation) in which such Founding Stockholder beneficially owns (directly or indirectly) fifty percent (50%) or more of the outstanding voting stock, voting power or similar interests and shall also include those entities that constitute its corporate members or partners.

SECTION 5. Expiration of Certain Provisions. Notwithstanding anything in this Certificate of Incorporation to the contrary, the provisions of this Article VII shall expire as to any Founding Stockholder on (with respect to any corporate opportunity arising on or after) the date that both (i) such Founding Stockholder ceases to own beneficially Common Stock representing at least five percent (5%) of the Voting Power of outstanding shares of Voting Stock of the Corporation and (ii) no Person is a Specified Party. Notwithstanding anything in this Certificate of Incorporation to the contrary, the provisions of this Article VII shall expire as to any Specified Party on the date that such person ceases to be a Specified Party. Neither the alteration, amendment, change or repeal of any provision of this Article VII nor the adoption of any provision of this Certificate of Incorporation inconsistent with any provision of this Article VII shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such alteration, amendment, repeal or adoption.

SECTION 6. Deemed Notice. Any Person purchasing or otherwise acquiring any interest in any shares of the Corporation shall be deemed to be bound by, to have notice of and to have consented to the provisions of this Article VII.

ARTICLE VIII

Stockholder Meetings

SECTION 1. Meetings Generally. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision of Delaware law) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the By-laws of the Corporation. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

SECTION 2. Special Meetings. Except as otherwise provided by applicable law, special meetings of the stockholders shall be called only (i) upon the written request of the holders of not less than 35% of the combined Voting Power of the outstanding Voting Stock entitled to vote at such meeting, (ii) upon the request of a majority of the Board or (iii) upon request of the chief executive officer. Special meetings of the stockholders may be held at such time and place as may be stated in the notice of meeting.

ARTICLE IX

Action by Written Consent

Any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of stock of the Corporation entitled to vote thereon were present and voted.

ARTICLE X

By-laws

In furtherance and not in limitation of the powers conferred upon it by law, the Board is expressly authorized to adopt, repeal, alter or amend the By-laws of the Corporation by the vote of a majority of the entire Board, except as otherwise provided in the Stockholder Agreement.

ARTICLE XI

Limitation on Power

The power and authority of the Corporation, the Board and the committees of the Board, and the officers, employees and agents of the Corporation shall be subject to the limitations, restrictions, conditions and requirements set forth in the Stockholder Agreement.

ARTICLE XII

Name and Address of Incorporator

The name and mailing address of the sole incorporator is Michael McGinn, 2601 Elliott Avenue, Suite 1000, Seattle, WA 98121.

IN WITNESS WHEREOF, I, Michael McGinn, the sole incorporator of Rhapsody International Inc., has executed this Certificate of Incorporation this 31st day of March, 2010.



Name: Michael McGinn
Sole Incorporator