

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TRITONTM, INC.		10/21/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	EXCELSIORTM, INC.		
<b>Street Address:</b>	220 WEST 42ND STREET		
<b>City:</b>	NEW YORK		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1727193	GOLDDISC	
<b>Registration Number:</b>	1810502	GOLDDISC COMPACT DIGITAL AUDIO	
<b>Registration Number:</b>	2081403	HITDISC	
<b>Registration Number:</b>	2150857	IMAGIO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)862-2200		
<b>Phone:</b>	3128623312		
<b>Email:</b>	patrick.lau@kirkland.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Kirkland & Ellis LLP		
<b>Address Line 1:</b>	300 North LaSalle		
<b>Address Line 2:</b>	c/o Patrick Lau, Legal Assistant		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60654		
<b>ATTORNEY DOCKET NUMBER:</b>	22291-10 PL		

**CH \$115.00 1727193**

**900205623**

**TRADEMARK  
 REEL: 004648 FRAME: 0949**

NAME OF SUBMITTER:	Patrick Lau
Signature:	/pl/
Date:	10/26/2011
<b>Total Attachments: 5</b> source=8279743-SO-20-000-DE.20#page1.tif source=8279743-SO-20-000-DE.20#page2.tif source=8279743-SO-20-000-DE.20#page3.tif source=8279743-SO-20-000-DE.20#page4.tif source=8279743-SO-20-000-DE.20#page5.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TRITONTM, INC.", CHANGING ITS NAME FROM "TRITONTM, INC." TO "EXCELSIORTM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2011, AT 12:54 O'CLOCK P.M.

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

2034456 8100

111124172

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9108359

DATE: 10-21-11

TRADEMARK  
REEL: 004648 FRAME: 0951

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

TRITONTM, INC.

TritonTM, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The present name of the Corporation is TritonTM, Inc., and the Corporation was originally incorporated under the name VIDEO IMAGE, INC. by filing a certificate of incorporation with the Secretary of State of the State of Delaware on May 2, 1984.
2. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors and the stockholders of the Corporation in accordance with the provisions of Sections 242, 245, 141(f) and 228 of the General Corporation Law of the State of Delaware.
3. This Amended and Restated Certificate of Incorporation amends and, as so amended, integrates and restates in its entirety the certificate of incorporation of the Corporation, and this Amended and Restated Certificate of Incorporation shall become effective upon filing in the office of the Secretary of State of the State of Delaware.
4. The certificate of incorporation of the Corporation is hereby amended and restated in its entirety as follows:

**ARTICLE FIRST**

The name of the corporation is ExcelsiorTM, Inc. (the "Corporation").

**ARTICLE SECOND**

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

**ARTICLE THIRD**

The nature of the business or purposes to be conducted or promoted 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.

**ARTICLE FOURTH**

The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock, \$0.001 par value per share.

**ARTICLE FIFTH**

The Corporation shall have perpetual existence.

**ARTICLE SIXTH**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "Board") is expressly authorized to make, alter, adopt, amend or repeal the Bylaws of the Corporation.

**ARTICLE SEVENTH**

The business and affairs of the Corporation shall be managed by or under the direction of the Board.

**ARTICLE EIGHTH**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or as set forth in the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

**ARTICLE NINTH**

Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director. Any amendment or repeal of this Article Ninth shall not adversely affect any right or protection of a director of the Corporation under the General Corporation Law of the State of Delaware existing at the time of such repeal or modification, and shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ARTICLE TENTH**

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

**ARTICLE ELEVENTH**

If any director of the Corporation who is not, and has not previously been, an employee of the Corporation (each such director, a "Non-Employee Director"), acquires knowledge of a potential transaction or matter which may be an investment or business opportunity or prospective economic or competitive advantage in which the Corporation could have an interest or expectancy (a "Competitive Opportunity"), or otherwise is then exploiting any Competitive

Opportunity, the Corporation will have no interest in such Competitive Opportunity and no expectation that such Competitive Opportunity be offered to it, any such interest or expectation being hereby renounced so that each Non-Employee Director shall (i) have no duty to communicate or present such Competitive Opportunity to the Corporation and (ii) have the right to hold any such Competitive Opportunity for such Non-Employee Director's (and his or her agents', partners' or affiliates') own account and benefit, or to recommend, assign or otherwise transfer or deal in such Competitive Opportunity to or with persons or entities other than the Corporation or any affiliate of the Corporation. No amendment or repeal of this Article Eleventh shall apply to or have any effect on the liability or alleged liability of any Non-Employee Director for or with respect to any opportunities of which such Non-Employee Director becomes aware prior to such amendment or repeal.

***ARTICLE TWELFTH***

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute and prescribed herein, and all rights conferred upon stockholders herein are granted subject to this reservation.

\* \* \* \* \*

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed on this 21st day of October, 2011.

TRITONTM, INC.

By: /s/ Hiram Lazar  
Name: Hiram Lazar  
Title: Chief Financial Officer