

02-26-1999

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To the Honorable Commissioner of Patents a



original documents or copy thereof.

Name of conveying party(ies):

100974730

s of receiving party(ies)

Jim Long Companies, Inc.
13747 Montfort, Suite 220
Dallas, Texas 75240
Individual(s) Association
General Partnership Limited Partnership

Name: FirstCom Music, Inc.

Internal Address: Attn: Kim Nameth

Street Address: 1325 Capital Pkwy, Suite

City: Carrollton State: TX ZIP: 75006

Corporation-State

Other

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Texas

Other

Additional name(s) of conveying party(ies) attached? Yes No

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

Execution Date: January 6, 1998

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved: 19

Name: M. Fletcher Reynolds

7. Total fee (37 CFR 3.41).....\$ 490.00

Internal Address: Rosenthal, Reynolds,

Enclosed

Mateer & Shaffer, P.C.

Authorized to be charged to deposit account

Street Address: 900 Jackson St.,

8. Deposit account number:

Suite 330

City: Dallas State: Texas ZIP: 75202

(Attach duplicate copy of this page if paying by deposit account)

02/26/1999 JSHABAZZ 00000009 74687301

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
05 SD:481 450.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

CECELIA M. GARR

Name of Person Signing

[Signature]

Signature

2-19-99

Date

Total number of pages including cover sheet, attachments, and document: 19

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1861 FRAME: 0633

A. Trademark Application Nos. & Filing Date

74/687301	06/12/95
74/484579	01/03/94
74/473890	12/27/93
74/473892	12/27/93
75/011856	10/30/95
74/473891	12/27/93
74/484678	01/31/94
73/671476	07/03/87
74/657957	03/06/95
74/657956	03/06/95
74/657958	03/06/95
74/657955	03/06/95
74/538500	06/16/94
74/538074	06/16/94
75/208099	12/04/96
74/687302	05/21/96
75/208098	12/04/96
75/103699	05/13/96
75/103698	05/13/96

B. Trademark Registration Nos. & Reg. Date

1996718	08/27/96
1892399	05/02/95
1893379	05/09/95
1894376	05/16/95
2003184	10/30/95
1870065	12/27/93
1911861	08/15/95
1492644	06/14/88
1974851	05/21/96
1961928	03/12/96
1980815	06/18/96
1960255	03/05/96
1943599	12/26/95
1945109	01/02/96
2138532	02/24/98
1974993	05/21/96
2146036	03/24/98
2040089	03/04/97
2042088	03/04/97



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

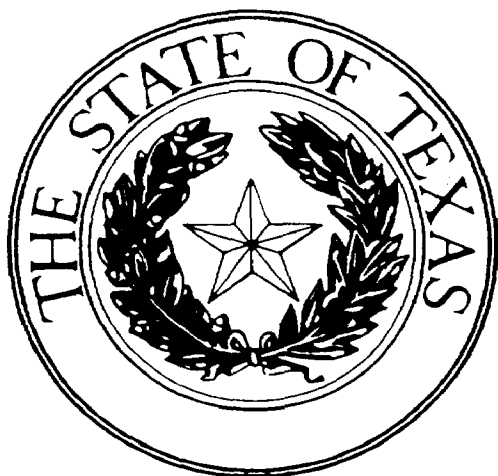
FIRSTCOM MUSIC, INC.
FORMERLY: JIM LONG COMPANIES, INC.
CHARTER NO. 521117-0

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: January 6, 1998

Effective: January 6, 1998



Secretary of State

pac

TRADEMARK
REEL: 1861 FRAME: 0635

11/18/97:53p

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF JIM LONG COMPANIES, INC.,
A Texas Corporation**

FILED
in the Office of the
Secretary of State of Texas

JAN 06 1998

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, JIM LONG COMPANIES, INC., a Texas corporation, (the "Corporation"), adopts the following amendment to the Articles of Incorporation of the Corporation:

FIRST

The name of the Corporation is Jim Long Companies, Inc.

SECOND

Effective, December 16, 1997 the board of directors of the Corporation adopted a resolution authorizing the following amendment to the Articles of Incorporation of the Corporation:

ARTICLE ONE of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation is FirstCom Music, Inc."

THIRD

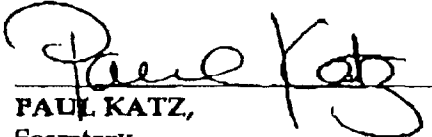
The above amendment to the Articles of Incorporation was adopted by unanimous consent of the shareholders of the Corporation effective December 16, 1997.

FOURTH

The number of shares of the Corporation outstanding and entitled to vote at the time of the foregoing amendment was 50,000 shares of the Corporation's common stock, \$.10 par value.

FIFTH

The holders of all the issued and outstanding shares of the Corporation entitled to vote on the foregoing amendment executed a Consent approving and adopting such amendment.




PAUL KATZ,
Secretary

THE STATE OF New York §
COUNTY OF New York §

BEFORE ME, the undersigned notary public, on this day personally appeared PAUL KATZ, known to me to be the person whose name is subscribed to the foregoing instrument and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23rd day of December 1997.


NOTARY PUBLIC in and for
The State of New York

My Commission Expires:
11/2/98

LORI LANDEW
Notary Public, State of New York
No. 5003865
Qualified in New York County
Commission Expires 11/2/98

UNANIMOUS WRITTEN CONSENT
OF DIRECTORS AND THE SOLE SHAREHOLDER OF
JIM LONG COMPANIES, INC.
A Texas Corporation

December 16, 1997

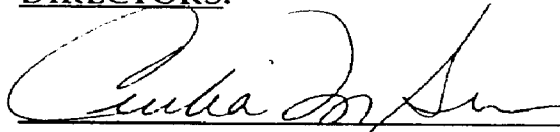
Pursuant to Sections 9.10A and 9.10B of the Texas Business Corporation Act, the undersigned, being all the directors and the sole shareholder of JIM LONG COMPANIES, INC., a Texas corporation (the "Corporation"), do hereby consent to and approve the adoption of the following resolutions and each and every action effected thereby:

RESOLVED, that Article One of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

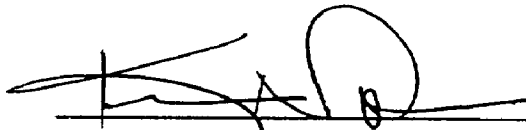
"The name of the Corporation is FirstCom Music, Inc."

IN WITNESS WHEREOF, the undersigned directors and the sole Shareholder of the Corporation have executed this Unanimous Consent effective as of the date first above written.

DIRECTORS:



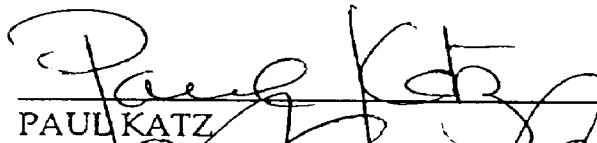
CECELIA M. GARR



KEN NELSON



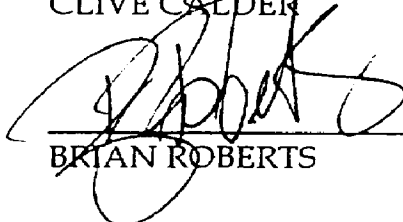
NEIL PORTNOW



PAUL KATZ



CLIVE CALDER



BRIAN ROBERTS