

04-02-1999

MLD 3-22-99

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To the Honorable Commissioner of Pa



ached original documents or copy thereof.

Name of conveying party(ies):
Jim Long Companies, Inc
13747 Montfort, Suite 220
Dallas, TX 75240

100999594

address of receiving party(ies)

Name: FirstCom Music, Inc.

Internal Address: Attn. Kim Nameth

Street Address: 1325 Capital Pkwy, Suite 109

City: Carrollton State: TX ZIP: 75006

Individual(s) Association
General Partnership Limited Partnership
 Corporation-State
Other _____

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Texas
 Other _____

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

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

Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

ecution Date: January 6, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(1631826)

Additional numbers attached? Yes No

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

Name: M. Fletcher Reynolds
Internal Address: Rosenthal, Reynolds, Mateer & Shaffer, P.C.

Street Address: 900 Jackson Street
Suite 330
City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

03/31/1999 JSHABAZZ 00000163 1631826

DO NOT USE THIS SPACE

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Statement and signature.

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

Cecelia M. Garr
Signature

3-14-99
Date



Number of pages including cover sheet, attachments, and document:

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

TRADEMARK
REEL: 1876 FRAME: 0656



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: 1876 FRAME: 0657

12/18/97:2:53p

<p>FILED in the Office of the Secretary of State of Texas</p> <p>JAN 06 1998</p> <p>Corporations Section</p>
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF JIM LONG COMPANIES, INC.,
A Texas Corporation**

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. 5003895
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

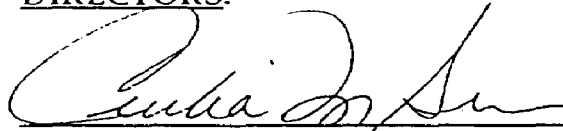
Pursuant to Sections 9.10A and 9.10B of the Texas Business Corporation Act, the undersigned, being all the directors and the sole shareholder of JIM LONG COMPANIES, INC., a Texas corporation (the "Corporation"), do hereby consent to and approve the adoption of the following resolutions and each and every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

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

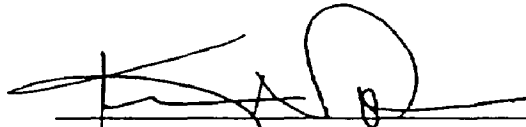
"The name of the Corporation is FirstCom Music, Inc."

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



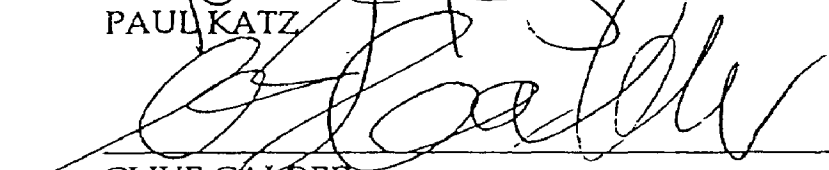
KEN NELSON



NEIL PORTNOW



PAUL KATZ



CLIVE CALDER

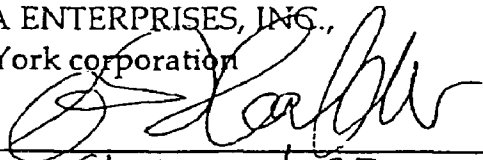


BRIAN ROBERTS

SHAREHOLDER:

ZOMBA ENTERPRISES, INC.,
a New York corporation

By:


Its: Chairman / CEO