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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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Tab settings

To the Honorable Commissioner of Patents

Original documents or copy thereof.

1. Name of conveying party(ies):

Headspace, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: April 6, 1999

2. Name and address of receiving party(ies)

Name: Beatnik, Inc.

Internal Address:

Street Address: 2600 S. El. Camino Real

City: San Mateo State: CA ZIP: 94403

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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

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

A. Trademark Application No.(s)

75/417,109
75/467,229

B. Trademark Registration No.(s)

2,137,011 2,038,663
1,971,589 2,059,112

Additional numbers attached? Yes No

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

Name: Jill M. Pietrini, Esq.

Internal Address: Manatt, Phelps & Phillips, LLP

Street Address: 11355 W. Olympic Blvd.

City: Los Angeles State: CA ZIP: 90064

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DA 131 241

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

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01 FC:481 40.00 DP
02 FC:482 125.00 DP

9. 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.

Jill M. Pietrini
Name of Person Signing

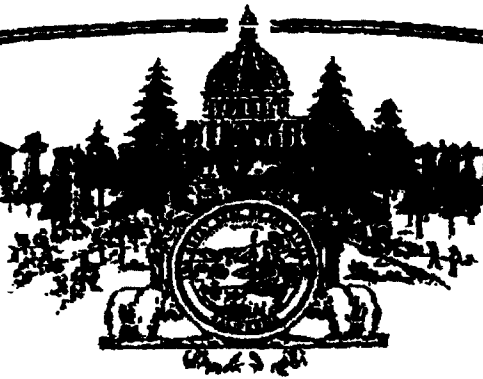
Signature

December 16, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

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

State of California



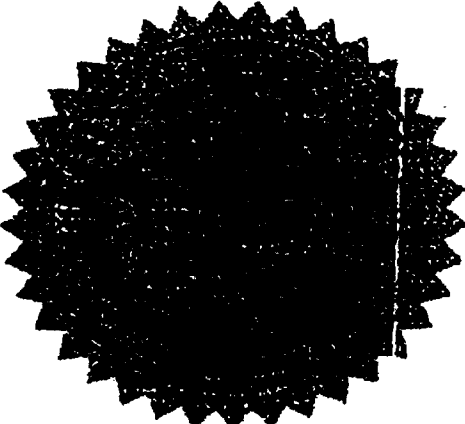
SECRETARY OF STATE

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 15 1999



Bill Jones

Secretary of State

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ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HEADSPACE, INC.**

APR 12 1999

GILL JONES, SECRETARY OF STATE

The undersigned, Lorraine Hariton and Alan Beban, hereby certify that:

1. They are the duly elected President and Chief Executive Officer and the Secretary, respectively, of Headspace, Inc., a California corporation.

2. Article I is hereby amended in its entirety to read as follows:

"The name of the Corporation is Beatnik, Inc."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation of the corporation has been duly approved by the required vote of shareholders in accordance with Section 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 5,169,144 and the total number of outstanding shares of Preferred Stock is 4,900,447 of which 3,709,971 shares are Series A Preferred Stock and 1,190,476 shares are Series B Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being (i) a majority of the outstanding shares of Common Stock and (ii) a majority of the outstanding shares of Preferred Stock.

[Signature Page Follows]

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The undersigned each declares under penalty of perjury that the matters set forth in the foregoing certificate are true of his or her own knowledge. Executed at San Mateo, California, on the 6th day of April, 1999.

Lorraine Hariton

Lorraine Hariton,
President and Chief Executive Officer

Alan Betan

Alan Betan, Secretary



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