

03-13-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002032 FRAME: 0936

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kevin M. Moss, Esq.

Name of Person Signing

Signature

2/9/2000

Date Signed

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARTISTDIRECT, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY, WITH AND INTO "ARTISTDIRECT, INC." UNDER THE NAME OF "ARTISTDIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0013111

DATE: 10-06-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:01 PM 10/04/1999
991422950 - 3069767

**CERTIFICATE OF MERGER
MERGING
ARTISTdirect, LLC
WITH AND INTO
ARTISTdirect, INC.**

Pursuant to Section 264 of the
General Corporation Law of the State of Delaware

ARTISTdirect, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger ("Merger") of ARTISTdirect, LLC, a California limited liability company ("ARTISTdirect"), with and into the Company, the Company remaining as the surviving corporation (the "Surviving Corporation"):

FIRST: ARTISTdirect, Inc. is a corporation formed under the laws of the State of Delaware pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). ARTISTdirect, LLC is a California limited liability company organized pursuant to the Beverly-Killee Limited Liability Company Act of the State of California.

SECOND: An agreement and plan of merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 264(c) of the DGCL.

THIRD: ARTISTdirect, Inc. shall be the name of the Surviving Corporation.

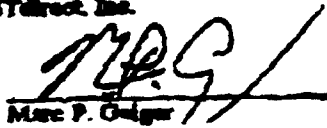
FOURTH: The Certificate of Incorporation of ARTISTdirect, Inc., as now in force and effect, shall be the Certificate of Incorporation of Surviving Corporation until amended and changed pursuant to the provisions of the DGCL.

FIFTH: The merger of ARTISTdirect, LLC into ARTISTdirect, Inc. shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at the principal office of the Surviving Corporation, 17235 Ventura Boulevard, Suite 310, Encino, California 91316.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of ARTISTdirect, Inc. and to any member of ARTISTdirect, LLC.

IN WITNESS WHEREOF, ARTISTdirect, Inc. has caused this Certificate of Merger to be signed by its duly authorized officer, this 30th day of September, 1999.

ARTISTdirect, Inc.
By: 
Marc P. Gidycz

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