

Form PTO-1504 1-31-92 RECORDATION FORM COVER SHEET TRADEMARKS ONLY U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof.

1. Name of conveying party(ies): BRENTWOOD MUSIC, INC. Individual(s) Association General Partnership Limited Partnership X Corporation-State Tennessee Other Additional name(s) of conveying party(ies) attached Yes x No

2. Name and address of receiving party(ies): Name: BENSON RECORDS, INC. Address: 741 COOL SPRINGS BLVD. FRANKLIN, TN 37067 Individual(s) citizenship Association General Partnership Limited Partnership X Corporation-State New York Other

3. Nature of conveyance: Assignment Merger x Security Agreement Change of Name Other Execution Date: July 1, 2004

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes x No (Designations must be a separate document from Assignment) Additional name(s) & addresses attached? Yes x No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s). 2,219,614 Additional Numbers attached? Yes x No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lawrence Eli Apolzon Internal Address: Fross Zelnick Lehrman & Zissu, P.C. Street Address: 866 United Nations Plaza City: New York State: NY Zip: 10017 Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 X Authorized to be charged to deposit account (Only if total fee is not sufficient) 8. Deposit account number: 23-0825; Docket No. BWOD - 0417555 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Lawrence Eli Apolzon Name of Person Signing Signature Date 1/20/05

Total number of pages comprising cover sheet:

CH \$40.00 230826 2219614

F040802000781

Certificate of Merger

of

Brentwood Music, Inc.,
a Tennessee Corporation

into

Benson Records, Inc.,
a New York Corporation

Under Section 905 of the Business Corporation Law

FIRST: The name of each corporation to be merged is:

Name	Jurisdiction of Incorporation	Name Formed Under
Brentwood Music, Inc.	Tennessee	Brentwood Music, Inc.
Benson Records, Inc.	New York	Music Entertainment Group, Inc.

Benson Records, Inc. is the wholly owned subsidiary of Brentwood Music, Inc.

The name of the surviving corporation shall be Benson Records, Inc.

SECOND: Each constituent corporation has only one class of shares. The designation and number of outstanding shares of each corporation to be merged are:

Corporation	Designation and Number of Outstanding Shares	Number of Outstanding Shares Owned by the Surviving Corporation
Brentwood Music, Inc.	1,000,000 shares of common stock issued and outstanding	0
Benson Records, Inc.	10 shares of common stock issued and outstanding	0

The numbers set forth in this paragraph SECOND are not subject to change prior to the effective date of the merger.

THIRD: The shares of the surviving corporation, Benson Records, Inc., shall be issued pro rata to the shareholders of the parent corporation, Brentwood Music, Inc., on surrender of any certificates therefor.

FOURTH: There shall be no amendments or changes to the Certificate of Incorporation of the surviving corporation effected by the merger herein certified.

FIFTH: The effective date of the merger herein certified shall be upon filing.

SIXTH: Brentwood Music, Inc., a Tennessee corporation, filed its initial certificate of incorporation with the Department of State of the State of Tennessee on December 17, 1979. No Application for Authority to Do Business in the State of New York has been filed by Brentwood Music, Inc. with the Department of State of the State of New York.

SEVENTH: Benson Records, Inc., a New York corporation, filed its initial certificate of incorporation with the Department of State of the State of New York on August 12, 1992.

EIGHTH: An Agreement and Plan of Merger dated as of July 1, 2004 between Brentwood Music, Inc. and Benson Records, Inc. was adopted by the Board of Directors of Brentwood Music, Inc.

NINTH: The merger herein certified has been approved by the shareholders of Brentwood Music, Inc. in accordance with Section 903(a) of the New York Business Corporation Law.

Signed on July 30, 2004

Benson Records, Inc.

/s/ Wade Leak

Wade Leak, Secretary

