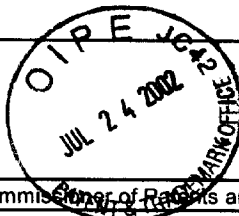


07-29-2002



RE



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6057/61523-A

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

1. Name of conveying party(ies):
Audio Highway
07/24/02
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: audiohighway.com
Internal Address: _____

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 3, 1998

Street Address: 20300 Stevens Creek Blvd.
Suite 100A
City Cupertino State California Zip code 95014
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is (are):
A. Patent Application No.(s)
09/613,025 (Continuation of 09/124,584)

B. Patent No.(s)
5,841,979
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donald S. Dowden
Internal Address: Cooper & Dunham LLP
Street Address: 1185 Avenue of the Americas - 23rd Floor
City: New York State: N.Y. ZIP 10036

6. Total number of applications and patents involved: 2
7. Total fee (37 CFR 3.41): \$ 80.00
 Enclosed
 Authorized to be charged to deposit account (any insufficiency)
8. Deposit account number:
03-3125
(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.
Donald S. Dowden *Donald S. Dowden* July 19, 2002
Donald S. Dowden - Reg. No. 20,701 Signature Date

I hereby certify that this paper is being deposited this date with the U.S. Postal Service in first class mail addressed to Commissioner of Patents and Trademarks, Washington, D.C. 20231
Donald S. Dowden
Donald S. Dowden Date
Reg. No. 20,701 July 19, 2002

Total Number of pages comprising cover sheet: 3
07/25/2002 AWDHDAF1 00000014 09513025
01 FDHAI 40.00 DP

OMB No. 0651-0011 (exp. 4/94)
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231
07/25/2002 AWDHDAF1 00000013 09513025
01 FDHAI 40.00 DP

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
AUDIO HIGHWAY,
a California corporation**

FILED
In the office of the Secretary of State
of the State of California

DEC 03 1996


BILL JONES, Secretary of State

Nathan M. Schulhof and Grant Jasmin certify that:

1. They are the President and Secretary, respectively, of Audio Highway, a California corporation.
2. Article ONE of the Articles of Incorporation of this corporation is amended to read as follows:

ONE: The name of this corporation is audiohighway.com.
3. Article FIVE of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

FIVE: The liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing provisions of this Article FIVE by the shareholders of this corporation or otherwise shall not adversely affect any right or protection of a director or former director of this corporation existing at the time of such repeal or modification. The elimination of personal liability set forth in this Article FIVE under the General Corporation Law of the State of California shall not be denied or limited by the corporation's Bylaws.
4. Article SIX of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

SIX: The corporation is authorized to indemnify its agents to the fullest extent permissible under California law, as the same exists or may hereafter be amended. For purposes of this provision, the term "agent" has the meaning set forth from time to time in Section 317 of the California Corporations Code or any successor statute. Any repeal or modification of the foregoing provisions of this Article SIX by the shareholders of this corporation or otherwise shall not adversely affect any right or protection of an agent or former agent of this corporation existing at the time of such repeal or modification. The indemnification provisions set forth in this Article SIX under the General Corporation Law of the State of California shall not be denied or limited by the corporation's Bylaws.
5. The foregoing amendments to the Articles of Incorporation, as amended, have been duly approved by the board of directors.

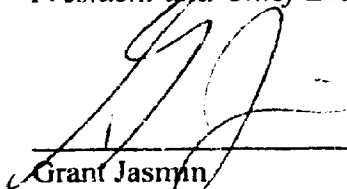
6. The foregoing amendments to the Articles of Incorporation, as amended, have been duly approved by the required vote of shareholders in accordance with section 902 of the Corporations Code. The total number of outstanding shares of Common Stock at the time of the action by shareholders was 3,970,585 shares. There are no other classes of voting securities of the corporation outstanding. The number of shares voting in favor of the foregoing amendments equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding capital stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated this 22nd day of November, 1998.



Nathan M. Schulhof
President and Chief Executive Officer



Grant Jasmn
*Executive Vice President, Chief
Operating Officer and Secretary*