

Form PTO-1595
(Rev. 10/02)

RECOR



S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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

1. Name of conveying party(ies):

FullAudio Corporation

3.30.04

2. Name and address of receiving party(ies)

Name: MusicNow, Inc.

Internal Address: _____

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

3. Nature of conveyance:

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

Street Address: 247 South State Street

Suite 1220

City: Chicago State: IL Zip: 60604

Execution Date: 11/04/2003

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: _____

A. Patent Application No.(s) 09/649,981;
09/709,772; 09/833,173; 09/858,415;

B. Patent No.(s) D468,296; D463,379
D446,143; D445,705

Additional numbers attached? Yes No

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

Name: John S. Paniaguas

Internal Address: _____

Street Address: 525 West Monroe; Suite 1600

City: Chicago State: IL Zip: 60616

6. Total number of applications and patents involved: **13**

7. Total fee (37 CFR 3.41).....\$ 520.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1214

OPR/FIN/DOE

DO NOT USE THIS SPACE

9. Signature.

John S. Paniaguas

Name of Person Signing

John S. Paniaguas
Signature

03/25/04

Date

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

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

03/31/2004 670M11 00000055 501214 09649981

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Continuation of Item 4

09/858,810

09/859,057

09/994,011

10/416,292

10/416,321

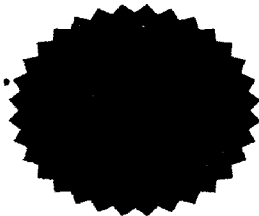
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FULLAUDIO CORPORATION", CHANGING ITS NAME FROM "FULLAUDIO CORPORATION" TO "MUSICNOW, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 2003, AT 3:51 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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030711381

AUTHENTICATION: 2734320

DATE: 11-06-03

PATENT
REEL: 015147 FRAME: 0735

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FULLAUDIO CORPORATION**

The undersigned, SCOTT KAUFFMAN, hereby certifies that:

1. He is the Chief Executive Officer and President of FullAudio Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*Company*").

2. The date of the filing of the Company's original Certificate of Incorporation with the Secretary of State of Delaware was December 16, 1999.

3. The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending Article I of the Amended and Restated Certificate of Incorporation of the Company in its entirety to read as follows:

"I.

The name of this company is MUSICNOW, INC. (the "*Company*" or the "*Corporation*")."

4. Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted by written consent in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

5. All other provisions of the Amended and Restated Certificate of Incorporation of the Company shall remain in full force and effect.

IN WITNESS WHEREOF, FullAudio Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer and President, Scott Kauffman, this 4th day of November, 2003.

FULLAUDIO CORPORATION



SCOTT KAUFFMAN
Chief Executive Officer and President