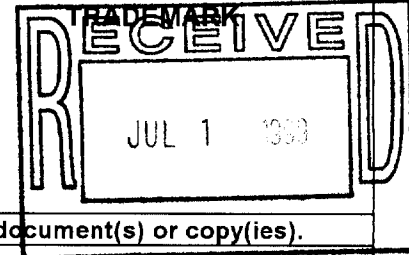


07-21-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying 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
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

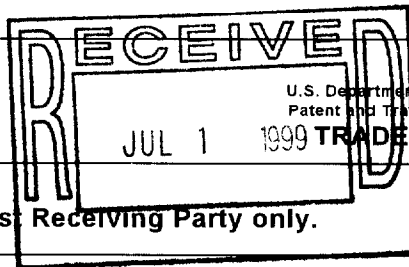
FOR OFFICE USE ONLY

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:
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07/20/1999 DNGUYEN 00000280 081645 75608892

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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)

<input type="text" value="75608892"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Harold J. Milstein
Name of Person Signing

Harold Milstein
Signature

June 28, 1999
Date Signed

CERTIFICATE OF MERGER

MERGING

MUZAK LIMITED PARTNERSHIP, a Delaware limited partnership

INTO

AUDIO COMMUNICATIONS NETWORK, LLC

a Delaware limited liability company

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation and organization of each of the domestic limited liability companies or other business entities which are to merge (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Formation or Organization</u>
Muzak Limited Partnership	Delaware
Audio Communications Network, LLC	Delaware

SECOND: That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving limited liability company of the merger is Audio Communications Network, LLC and shall continue its existence as said limited liability company under the new name of "Muzak LLC," upon the effective date and time of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

FOURTH: The effective date and time of the merger shall be the time of the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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RECEIVED TIME APR. 12. 7:59AM

PRINT TIME APR. 12. 8:01AM

TRADEMARK
REEL: 001931 FRAME: 0388

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving domestic limited liability company, the address of which is Muzak LLC, 2901 Third Avenue, Suite 400, Seattle, Washington 98121.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company, on request and without cost, to any partner, member or other person holding an interest in either of the Constituent Entities.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the
18th day of March, 1999.

AUDIO COMMUNICATIONS NETWORK, LLC

By: Robert MacInnis

Name: Robert MacInnis
Title: Vice President