

ALM 2/11/00

RECEIVED

03-17-2000

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

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

OPR/FINANCE

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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 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

Execution Date
Month Day Year

Name Audio Communications Network, LLC

03 18 99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Muzack LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2901 Third Avenue

Address (line 2) Suite 400

Address (line 3) Seattle

Washington

98121

City

State/Country

Zip Code

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

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.)

03/16/2000 JSHBAZZ 00000056 75468762

FOR OFFICE USE ONLY

01 FC:461
02 FC:462

40.00 OP
900.00 OP

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: 002035 FRAME: 0197

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="75468762"/>	<input type="text" value="75367897"/>	<input type="text" value="75608892"/>	<input type="text" value="1507899"/>	<input type="text" value="7653907"/>	<input type="text" value="1802376"/>
<input type="text" value="75454479"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1814119"/>	<input type="text" value="1844796"/>	<input type="text" value="1667017"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1617101"/>	<input type="text" value="1456883"/>	<input type="text" value="1647726"/>

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.

Kenneth A. Rubenstein

Kenneth Rubenstein

2/11/00

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional 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

Enter Additional 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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Registration Number(s)

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<input type="text"/> 1650387	<input type="text"/> 730576	<input type="text"/> 1734512
<input type="text"/> 1585082	<input type="text"/> 1618046	<input type="text"/> 2215550
<input type="text"/> 323327	<input type="text"/> 973643	<input type="text"/> 393293
<input type="text"/> 599782	<input type="text"/> 1766564	<input type="text"/> 1667864
<input type="text"/> 1667865	<input type="text"/> 1645535	<input type="text"/> 1662010
<input type="text"/> 1417717	<input type="text"/> 1418700	<input type="text"/> 1811071

**RECORDATION FORM COVER SHEET
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State of Delaware
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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MUZAK LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ACN OPERATING, LLC" TO "AUDIO COMMUNICATIONS NETWORK, LLC", FILED THE SIXTEENTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "AUDIO COMMUNICATIONS NETWORK, LLC" TO "MUZAK LLC", FILED THE EIGHTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2939187 8100H

001029888

AUTHENTICATION: 0210080

DATE: 01-20-00

TRADEMARK
REEL: 002035 FRAME: 0201

CERTIFICATE OF FORMATION

OF

ACN OPERATING, LLC

This Certificate of Formation of ACN Operating, LLC (the "LLC") has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Act (6 Del. C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is ACN Operating, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 1301 Centre Road, Wilmington, New Castle County, Delaware 19805.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 1301 Centre Road, Wilmington, New Castle County, Delaware 19805.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 28th day of August, 1998.

/s/ Royce Yudkoff
Royce Yudkoff
Authorized Person

INDEX-ACNOPERATING-ACN-LLC.COF

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/28/1998
981338285 - 2939187

LABRY-ACNMORATTTCRTAMND.TJM

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF FORMATION
OF
ACN OPERATING, LLC**

Pursuant to Sections 18-202 of the Delaware Limited Liability Company Act of the State of Delaware, the undersigned, being the Secretary of ACN Operating, LLC, a Delaware limited liability company (the "Company") does hereby certify the following:

FIRST: The name of the Company is ACN Operating, LLC.

SECOND: The original Certificate of Formation of the Company was filed with the Secretary of State of Delaware on August 28, 1998.

THIRD: The Certificate of Formation of the Company is hereby amended to effect a change in Article First thereof, relating to the name of the Company, accordingly Article First of the Certificate of Formation shall be amended to read in its entirety as follows:

"FIRST. The name of the limited liability company is Audio Communications Network, LLC".

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate this 9th day of October, 1998.

ACN OPERATING, LLC

By: Peni Garber
Name: Peni Garber
Title: Secretary

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.

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 P. MacInnis

Name: Robert MacInnis

Title: Vice President