

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TM Century, Inc.		09/29/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Jones/TM, Inc.
Street Address:	9697 E. Mineral Avenue
City:	Centennial
State/Country:	COLORADO
Postal Code:	80112
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2281970	AUDIO ARCHITECTURE
Registration Number:	1727193	GOLDDISC
Registration Number:	1810502	GOLDDISC COMPACT DIGITAL AUDIO
Registration Number:	2228167	GOLDDRIVE
Registration Number:	2081403	HITDISC
Registration Number:	2150857	IMAGIO

CORRESPONDENCE DATA

Fax Number: (303)799-1644
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-784-8486
 Email: lorriellis@jonescorp.com
 Correspondent Name: Lorri Ellis
 Address Line 1: 9697 E. Mineral Avenue
 Address Line 4: Centennial, COLORADO 80112

OP \$165.00 2281970

ATTORNEY DOCKET NUMBER:	2199-010-001
NAME OF SUBMITTER:	Lorri Ellis
Signature:	/le-0709/
Date:	06/16/2008
Total Attachments: 7 source=Scan001#page1.tif source=Scan001#page2.tif source=Scan001#page3.tif source=Scan001#page4.tif source=Scan001#page5.tif source=Scan001#page6.tif source=Scan001#page7.tif	

Delaware

PAGE 1

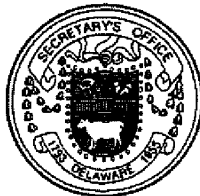
The First State

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 MERGER, WHICH MERGES:

"JONES MEDIA HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TM CENTURY, INC." UNDER THE NAME OF
"JONES/TM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2006, AT 5:14 O'CLOCK P.M.

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

2034456 8100M
060901738



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5082038

DATE: 09-29-06

TRADEMARK
REEL: 003796 FRAME: 0200

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:17 PM 09/29/2006
FILED 05:14 PM 09/29/2006
SRV 060901738 - 4214675 FILE

CERTIFICATE OF MERGER

OF

**JONES MEDIA HOLDINGS, INC.,
a Delaware corporation**

INTO

**TM CENTURY, INC.,
a Delaware corporation**

The undersigned corporation organized and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of organization of each of the constituent corporations of the merger (the "Merger") are as follows:

<u>Name</u>	<u>Jurisdiction of Organization</u>
Jones Media Holdings, Inc. (" <u>Jones Holdings</u> ")	Delaware
TM Century, Inc. (" <u>TM Century</u> ")	Delaware

SECOND: That an Agreement of Merger, by and among TM Century, Jones Holdings, Jones Media Group, Ltd., a Colorado corporation and the sole stockholder of Jones Holdings, and certain stockholders of TM Century (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the parties to the Merger in accordance with the provisions of Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the Merger is TM Century, Inc. (the "Surviving Corporation").

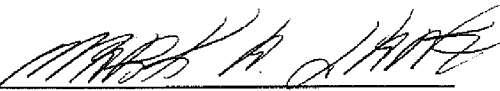
FOURTH: That the Certificate of Incorporation attached hereto as Exhibit A shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 9697 E. Mineral Ave., Centennial, CO 80112.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Jones Holdings or TM Century.

IN WITNESS WHEREOF, the undersigned, for the purposes of effectuating the Merger of the constituent corporations, have caused this Certificate of Merger to be duly executed by its authorized officers as of this 29th day of September, 2006.

JONES MEDIA HOLDINGS, INC.,
a Delaware corporation

By: 

Name: Mark A. Lane

Title: Vice President

TM CENTURY, INC.,
a Delaware corporation

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned, for the purposes of effectuating the Merger of the constituent corporations, have caused this Certificate of Merger to be duly executed by its authorized officers as of this ____ day of September, 2006.

JONES MEDIA HOLDINGS, INC.,
a Delaware corporation

By: _____

Name: _____

Title: _____

TM CENTURY, INC.,
a Delaware corporation

By:  _____

Name: **David Graupner**

Title: **President/CEO**

EXHIBIT A

CERTIFICATE OF INCORPORATION

ARTICLE I

The name of the Corporation is Jones/TM, Inc. (the "Corporation").

ARTICLE II

The address of the initial registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The registered agent in charge thereof is The Corporation Trust Company.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("DGCL").

ARTICLE IV

The period of duration of the Corporation shall be perpetual.

ARTICLE V

The total number of shares that the Corporation is authorized to issue is 1,000 shares, which shall consist of one class only, designated "common stock." Each of such shares shall have a par value of \$.001.

ARTICLE VI

The business and affairs of the Corporation shall be managed by a board of directors, the members of which shall be elected at the annual meeting of the shareholders, or at a special meeting called for that purpose.

The initial board of directors shall consist of the following three members, who shall serve until the first annual meeting of shareholders and until his or her successor shall be elected and qualified.

<u>Director</u>	<u>Address</u>
Glean R. Jones	9697 E. Mineral Avenue Centennial, Colorado 80112
Robert W. Hampton	9697 E. Mineral Avenue Centennial, Colorado 80112
Timothy J. Burke	9697 E. Mineral Avenue Centennial, Colorado 80112

The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

The Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of duty as a director. Without limiting the foregoing in any respect, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

ARTICLE VIII

Any contract or other transaction between the Corporation and one or more of its directors, between the Corporation and any firm of which one or more of its directors is a member or of which a director is an employee or in which a director is otherwise interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested shall be valid for all purposes. The foregoing shall be true notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation that acts upon or in reference to such contract or transaction and notwithstanding this or their participation in such action, if the fact of such interest

shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by vote of a majority.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.