

04-04-2000



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OPR/FINANCE

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

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 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 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

04/04/2000 DNGUYEN 00000038 75432324

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
600.00 DP

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: 002043 FRAME: 0169

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="75432324"/>	<input type="text" value="75602362"/>	<input type="text" value="75602743"/>
<input type="text" value="75605357"/>	<input type="text" value="75614313"/>	<input type="text" value="75743199"/>
<input type="text" value="75743479"/>	<input type="text" value="75743481"/>	<input type="text" value="75744070"/>

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<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

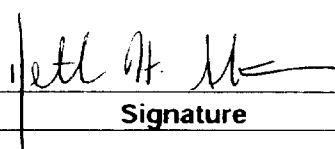
No

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.

Beth H. Alter, Esq.

Name of Person Signing



Signature

2/23/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

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

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Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

75744114	75744119	75760835
75769598	75777847	75778344
75778346	75796701	75796875
75796876	75796884	75796898
75796899	75838489	75838490
75841152		

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SIRIUS SATELLITE RADIO INC.", A DELAWARE CORPORATION,
WITH AND INTO "CD RADIO INC." UNDER THE NAME OF "SIRIUS SATELLITE RADIO INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999, AT 2 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2230857 8100M

001017732

AUTHENTICATION: 0195394

DATE: 01-12-00

TRADEMARK
REEL: 002043 FRAME: 0172

Certificate of Ownership and Merger

Merging

Sirius Satellite Radio Inc.

into

CD Radio Inc.

**Pursuant to Section 253 of the General
Corporation Law of the State of Delaware**

**CD Radio Inc. (the "Corporation"), a corporation organized and existing
under the laws of the State of Delaware:**

DOES HEREBY CERTIFY

**FIRST: That the Corporation owns all of the outstanding shares of
common stock, par value \$.01 per share, of Sirius Satellite Radio Inc., a Delaware
corporation ("Sub"), and Sub has no class of stock outstanding other than said common
stock.**

**SECOND: That the Corporation, by resolutions of its Board of Directors,
duly adopted on November 11, 1999 at a meeting of its Board of Directors, determined
to merge Sub with and into the Corporation pursuant to Section 253 of the General
Corporation Law of the State of Delaware (the "DGCL"), with the Corporation as the
surviving corporation (the "Merger"). The resolutions authorizing the Merger are as
follows:**

**"WHEREAS, the Corporation now owns 100 shares of common stock, par
value \$.01 per share, of Sirius Satellite Radio Inc., a Delaware corporation
("Sub"), which shares constitute all of the issued and outstanding capital stock of
Sub; and**

**WHEREAS, it is deemed advisable that Sub merge with and into the
Corporation (the "Merger");**

**NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the
Corporation hereby authorizes the Merger, with the Corporation to be the
surviving corporation (the "Surviving Corporation") in such Merger; and further**

**RESOLVED, that the Merger shall become effective (the "Effective Time")
upon the filing of a Certificate of Ownership and Merger with the Secretary of**

State of the State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL; and further

RESOLVED, that the terms of the Merger are as follows:

(a) Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of common stock, par value \$.01 per share, of Sub outstanding immediately prior to the Effective Time shall be canceled

(b) Name of Surviving Corporation. At the Effective Time and without any further action on the part of the Corporation or Sub, the name of the Surviving Corporation shall be changed to "Sirius Satellite Radio Inc."

(c) Certificate of Incorporation and By-Laws of the Surviving Corporation. At the Effective Time and without any further action on the part of the Corporation or Sub, the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation, except that all references therein to "CD Radio Inc." shall hereinafter be deemed to refer to "Sirius Satellite Radio Inc."

(d) Directors and Officers of the Surviving Corporation. The directors and officers of the Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation.

; and further

RESOLVED, that David Margolese, Chairman and Chief Executive Officer of the Corporation, and Patrick L. Donnelly, Senior Vice President, General Counsel and Secretary of the Corporation, be, and each of them hereby is, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth the resolutions authorizing the Corporation to merge Sub with and into the Corporation and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things, whether within or without the State of Delaware, which may be in any way whatsoever necessary or proper to effect the Merger; and further

RESOLVED, that all actions heretofore taken by any director or officer of the Corporation in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

THIRD: That the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL.

IN WITNESS WHEREOF, CD RADIO INC. has caused this Certificate of Ownership and Merger to be signed by Patrick L. Donnelly, its Senior Vice President, General Counsel and Secretary, this 18th day of November, 1999.

CD RADIO INC.

By: 
Name: Patrick L. Donnelly
Title: Senior Vice President,
General Counsel and Secretary