

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spec's Music, Inc.		12/15/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Record Town, Inc.
Street Address:	38 Corporate Circle
City:	Albany
State/Country:	NEW YORK
Postal Code:	12203
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1983910	SPECS MUSIC
Registration Number:	1983911	SPECS MUSIC

CORRESPONDENCE DATA

Fax Number: (202)862-8958
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (202) 862-8900
 Email: tm@cgrdc.com
 Correspondent Name: Kathy Silberthau Strom, Esq.
 Address Line 1: 1990 K St., N.W.
 Address Line 2: Suite 950
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20006-1181

NAME OF SUBMITTER:	Kathy Silberthau Strom
Signature:	/Kathy Silberthau Strom/

OP \$65.00 1983910

Date:

08/10/2005

Total Attachments: 9

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 15, 2004, effective January 1, 2005, as shown by the records of this office.

The document number of the surviving corporation is P10117.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of January, 2005



CR2EO02 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

TRADEMARK

REEL: 003138 FRAME: 0690

FILED
04 DEC 15 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

-of-

SPEC'S MUSIC, INC.

-into-

RECORD TOWN, INC.

RECORDED
1-1-05

Under Section 607.1105 of the Business Corporation Act

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

- 1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Record Town, Inc.	New York	P10117

- 2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Spec's Music, Inc.	Florida	358106

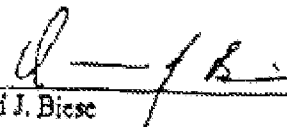
- 3. The Plan of Merger is attached.
- 4. The merger shall be effective on January 1, 2005.
- 5. Pursuant to Section 607.1104 of the Business Corporation Act, the Plan of

Merger was adopted by the Board of Directors of Record Town, inc., the surviving parent corporation and sole shareholder of Spec's Music, Inc., at a meeting of the Board on November 20, 2003, and shareholder approval was not required.

6. Signatures for each Corporation:

RECORD TOWN, INC.

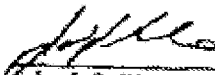
By:



David J. Biese
Vice President of Finance

SPEC'S MUSIC, INC.

By:



John J. Sullivan
Executive Vice President

70312004org restructuring/merger - SMI into RT part of merger - B

PLAN OF MERGER

-of-

SPEC'S MUSIC, INC.

-into-

RECORD TOWN, INC.

The undersigned hereby certifies that the Board of Directors of Record Town, Inc., a New York corporation ("RTI") has adopted the following Plan of Merger under Section 905 of the New York Business Corporation Law and Section 607.1104 of the Florida Business Corporation Act, pursuant to which Spec's Music, Inc., a Florida corporation ("SMI"), shall be merged into its parent, RTI, under the following terms and conditions:


1. The name of the corporation to be merged is Spec's Music, Inc. The name of the surviving corporation is Record Town, Inc.
2. There are 100 hundred (100) shares of common stock, with a par value of \$.01 per share, outstanding of SMI, all of which are voting shares, and all of which are owned by RTI, as the sole shareholder. The number of such outstanding shares is not subject to change prior to the effective date of the merger.
3. Upon the merger of SMI into RTI, all of the outstanding shares of stock of SMI shall be surrendered and cancelled, and no additional shares of stock of RTI shall be issued in connection with this merger.
4. The merger shall be effective on January 1, 2005.
5. There are no shareholders of SMI other than RTI. Accordingly, there are no other shareholders of SMI who are entitled to appraisal rights under Section 607.1302

of the Florida Business Corporation Act; and there are no other shareholders of SMI to whom notice of appraisal rights needed to be mailed under Section 607.1320 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, this Plan of Merger has been signed on the 9th day of December, 2004.

RECORD TOWN, INC.

By:



David J. Biese
Vice President, Finance

7031006copy restructuringmerger-SMI into RTPlan of merger

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 30, 2004



A handwritten signature in black ink, appearing to read "R. A. D. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

F. 041215000

DC-08

CERTIFICATE OF MERGER

-of-

SPEC'S MUSIC, INC.

-into-

RECORD TOWN, INC.

Under Section 905 of the Business Corporation Law

The undersigned, for the purpose of merging Spec's Music, Inc., a Florida corporation ("SMI"), into Record Town, Inc., a New York corporation ("RTI"), under Section 905 of the New York Business Corporation Law, hereby certifies:

1. The name of the corporation to be merged is Spec's Music, Inc. The name of the surviving corporation is Record Town, Inc.

2. There are one hundred (100) shares of common stock, with a par value of \$0.01 per share, outstanding of SMI, all of which are voting shares, and all of which are owned by RTI, as the sole shareholder. The number of such outstanding shares is not subject to change prior to the effective date of the merger.

3. The Articles of Incorporation of SMI were filed with the Secretary of State of the State of Florida on January 15, 1970, and Articles of Amendment to the Articles of Incorporation were duly filed on November 6, 1980 with the Secretary of State of the State of Florida. The Certificate of Incorporation of RTI was filed with the Secretary of State of the State of New York on June 19, 1973.

4. No Application for Authority to do Business in the State of New York has ever been filed by SMI with the Secretary of State of the State of New York.


5. A Plan of Merger has been adopted by the Board of Directors of RTI.

TRADEMARK

6. The merger shall be effective on January 1, 2005.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on the 9th day of December, 2004.

RECORD TOWN, INC.

By: 
David J. Biese
Vice President, Finance

7036006\corp restructuring\merger-SMI into RT\Certif. of merger-NY

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CERTIFICATE OF MERGER

OF

SPEC'S MUSIC, INC.

INTO

RECORD TOWN, INC.

FILED
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FILED

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 15 2004
TAXS
BY: ARC

Albany

RECEIVED

2004 DEC 14 PM 2:18

ARC

Filed By:

Bries, Schiller & Flexner LLP
10 North Pearl Street, 4th Floor
Albany NY 12207

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D.C. -08
DRAWDOWN

ROUTINE

SAME DAY

24 HOUR

2 HOUR

TRADEMARK

RECORDED: 08/10/2005

REEL: 003138 FRAME: 0698

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