

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/09/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TouchTunes Music Corporation	FORMERLY TouchTunes Music Corporation, 1800 East Sahara, Suite 107, Las Vegas, NV 89104	11/09/2006	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	TouchTunes Music Corporation
Street Address:	1209 Orange Street
Internal Address:	Corporation Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2903715	TUNE CENTRAL
Registration Number:	3446764	GET JUKED
Serial Number:	76656516	ALLEGRO
Registration Number:	3332546	MYTOUCHTUNES
Serial Number:	78875726	MAESTRO
Serial Number:	78877602	MYTUNES. MYWAY.
Registration Number:	3367040	TOUCHTUNES
Serial Number:	78877651	
Registration Number:	2350643	TOUCHTUNES
Registration Number:	2753360	TOUCHTUNES MUSIC CORPORATION
Registration Number:	2611127	TOUCHTUNES

CH \$315.00 2903715

Registration Number: 2239433 TOUCHTUNES DIGITAL JUKEBOX

CORRESPONDENCE DATA

Fax Number: (703)816-4100

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-816-4022

Email: nixonptomail@nixonvan.com

Correspondent Name: Robert W. Adams, Nixon & Vanderhye PC

Address Line 1: 901 North Glebe Rd., 11th Floor

Address Line 4: Arlington, VIRGINIA 22203-1808

ATTORNEY DOCKET NUMBER: 2302-44

NAME OF SUBMITTER: Robert W. Adams

Signature: /rwa/

Date: 07/25/2008

Total Attachments: 4

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Delaware

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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:

"TOUCHTUNES MUSIC CORPORATION", A NEVADA CORPORATION,
WITH AND INTO "TOUCHTUNES MUSIC CORPORATION" UNDER THE NAME OF "TOUCHTUNES MUSIC CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF NOVEMBER, A.D. 2006, AT 12:17 O'CLOCK P.M.

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



4244242 8100M

061028666

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5183654

DATE: 11-09-06

TRADEMARK
REEL: 003822 FRAME: 0699

CERTIFICATE OF MERGER

Merging

*TouchTunes Music Corporation
(a Nevada corporation)*

with and into

*TouchTunes Music Corporation
(a Delaware corporation)*

TouchTunes Music Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
TouchTunes Music Corporation	Nevada
TouchTunes Music Corporation	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is TouchTunes Music Corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall remain unchanged.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 3 Commerce Plaza, 4th Floor, Montreal, Quebec, Canada H3E 1H7.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

SEVENTH: That TouchTunes Music Corporation, a Nevada corporation, is authorized to issue 50,000 shares of common stock, par value \$.001 per share; 15,000,000 shares of Series A Preferred Stock, par value \$.001 per share; 10,000,000 shares of Series B Preferred Stock, par

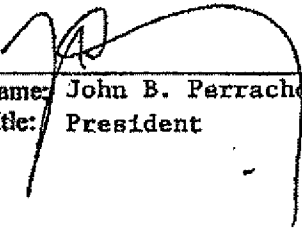
value \$.001 per share; and 30,000,000 shares of Series C Preferred Stock, par value \$.001 per share.

EIGHTH: That this Certificate of Merger shall be effective upon the filing with the Secretary of State of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, TouchTunes Music Corporation has caused this Certificate of Merger to be executed by an authorized officer on this 8th day of November, 2006.

TOUCHTUNES MUSIC CORPORATION

By: 
Name: John B. Ferrachen
Title: President