Exhibit UMPG-23B

Universal Music - MGB NA LLC

Date
12/19/2018

Company Profile

Tax ID
[redacted]

Main Details

Name:	Universal Music - MGB NA LLC
QuickRef:	3166
Country:	United States
Region:	California
Tax ID:	95-3104625
Incorporated:	02/25/1977
Company Type:	Limited Liability Company
Company Status:	Active - Acquired
Dissolved:	

Primary Addresses

Main Office :	2100 Colorado Avenue, Santa Monica California 90404, United States
Principal Executive:	2100 Colorado Avenue, Santa Monica California 90404, United States
Principal Business:	2100 Colorado Avenue, Santa Monica California 90404, United States

Other Addresses

Registered:	c/o C T Corporation System, 818 West 7th Street, Los Angeles California 90017, United States

Accounting Dates

	Last Period End	*Current Period End*	*Last Extended*
Accounting Dates:			

Management Details

User Grouping:	
File Reference:	3166
Division/Partner:	
Managed By:	
Short notice requirement?:	
Date of short notice:	
Indefinite allotment authority?:	
Date of indefinite allotment authority:	
Number of Employees:	
Job Code:	
Entity Level in Structure:	
Registration/License Number:	200634810179
Tax Classification:	
Lawyer:	
Law Clerk:	
Paralegal:	
Client Code:	
Party ID:	
SID:	
Managed By CoSec?:	
Can State Other Directorships?:	
LLC Management Type:	
Law Clerk (User):	
Controller:	
Matter Number:	
Current Status Effective From::	05/25/2007
General Purpose:	Music publishing
Minute Book Location:	UMG (Corporate Secretary)
Seal Location:	
Stock Book Location:	
Stock Certificate Location:	
Reviewer:	
Status:	
ARBN (Australian Registered Body Number):	
Tax Number:	
Red Flag Issue:	

Universal Music - MGB NA LLC

Date
12/19/2018

Company Profile

Tax ID
[redacted]

Entity Name Translation:	
Code Prefix:	UMG
Publicly Traded:	No
Insider:	No
Investment (Non-Controlled):	No
Payroll Entity:	No
Union/Guild Signatory:	No
Acquired Date:	05/25/2007
Stated Capital:	
Stated Capital Miscellaneous:	
Paid in Capital:	
Paid in Capital Miscellaneous:	
Business Purpose:	
Suffix Code:	
Fiscal Year End:	December 31
Week:	
Day:	
Month:	
Hour:	
Minute:	
AM/PM:	
Annual Meeting Miscellaneous:	
Branch?:	No
Partnership Type:	LLC
Subject to Hart Scott Rodino Filings?:	No
10K Significant Subsidiary?:	No
Board Entity:	
Distribution List:	UMG - Music Publishing - USA/Canada
Subgroup:	PUB (Music Publishing)
Shares:	

Past Names

From Date	Up To Date	Name
07/03/2007	07/20/2007	Universal Music - MGB LLC
12/14/2006	07/03/2007	BMG Music Publishing NA LLC
07/30/2004	12/14/2006	BMG Music Publishing NA, Inc.
05/25/1988	07/30/2004	BMG Songs, Inc.
10/27/1983	05/25/1988	Artista Music, Inc.
02/25/1977	10/27/1983	Interworld Music Group, Inc.

Past Addresses

Former - Principal

Up To Date	Address
07/03/2007	245 Fifth Avenue, 8th Floor, New York New York 10001, United States

Former - Principal Executive

Up To Date	Address
03/27/2009	10 Universal City Plaza, Universal City California 91608, United States

Former - Principal Business

Up To Date	Address
04/26/2010	2440 Sepulveda Boulevard, Los Angeles California 90064, United States

Former - Registered

Up To Date	Address
07/03/2007	2730 Gateway Oaks Drive, Suite 100, Sacramento California 95833, United States

Principal Executive

Up To Date	Address
05/14/2012	10 Universal City Plaza, 111 Universal Hollywood Drive, Universal City California 91608, United States

Universal Music - MGB NA LLC

Date
12/19/2018

Company Profile

Tax ID
[redacted]

Registration in Jurisdiction

Country	State/Province/Region	Registration Date	Registration End Date	Renewal Due	Tax ID/Reg No/Corp No	Notes
United States	California	02/25/1977			200634810179	
United States	Tennessee	05/24/1989			0216127	
United States	Florida	12/27/2006			H06000302102	- Name change from BMG Music Publishing NA LLC to Universal Music - MGB LLC was filed on 8/3/2007. - Name change from Universal Music - MGB LLC to Universal Music - MGB NA LLC was filed on 8/9/2007. - Registered agent was changed from Corporation Services Company to C T Corporation System on 8/29/2007.
United States	New York	12/28/2006				- Name change from BMG Music Publishing NA LLC to Universal Music - MGB LLC was filed on 8/7/2007. - Name change from Universal Music - MGB LLC to Universal Music - MGB NA LLC was filed on 8/9/2007. - Registered agent was changed from Corporation Services Company to C T Corporation System on 9/7/2007.
United States	Illinois	01/18/2012			03757323	

Doing Business As

Name	Country	State/Province/Region	From Date	To Date	Notes
Multisongs	United States	New York	01/17/2007		
Universal Music - MGB Songs	United States	New York	01/17/2007		Amendment was filed on 11/21/2007 to change the following: - Fictitious business name was changed from BMG Songs to Universal Music - MGB Songs. - Registrant was changed from BMG Music Publishing NA LLC to Universal Music - MGB NA LLC.
Soundsac Music	United States	New York	01/17/2007		
Netses Music	United States	New York	01/17/2007		
Killer Tracks	United States	New York	01/17/2007		
Network Music	United States	New York	01/17/2007		Amendment was filed on 11/21/2007 changing the registrant from BMG Music Publishing NA LLC to Universal Music - MGB NA LLC.
Netcap	United States	New York	01/17/2007		Amendment was filed on 11/21/2007 changing the registrant from BMG Music Publishing NA LLC to Universal Music - MGB NA LLC.
Universal Music - Careers	United States	New York	01/17/2007		Amendment was filed on 11/28/2007 to change the following: - Fictitious business name was changed from Careers-BMG Music Publishing to Universal Music - Careers. - Registrant was changed from BMG Music Publishing NA LLC to Universal Music - MGB NA LLC.

CONFIDENTIAL

Universal Music - MGB NA LLC

Date 12/19/2018

Company Profile

Tax ID [redacted]

MGB	United States	New York	01/17/2007		Amendment was filed on 11/21/2007 to change the following: - Fictitious business name was changed from BMG Production Music USA to MGB. - Registrant was changed from BMG Music Publishing NA LLC to Universal Music - MGB NA LLC.
Soundcast Music	United States	New York	01/17/2007		
Universal Music - MGB	United States	New York	01/17/2007		Amendment was filed on 11/28/2007 to change the following: - Fictitious business name was changed from BMG Music Publishing to Universal Music - MGB. - Registrant was changed from BMG Music Publishing NA LLC to Universal Music - MGB NA LLC.
BMG Music Publishing	United States	Florida	01/22/2007	01/22/2012	Let expire
Multisongs	United States	Florida	01/22/2007		
Killer Music Publishing	United States	California	02/08/2007	02/08/2012	- Registration #: 2016 242361 - Expires 10/3/2021
Audio Action	United States	California	02/08/2007	02/08/2012	Let expire
Killer Tools	United States	California	02/08/2007	02/08/2012	
Killer F/X	United States	California	02/08/2007	02/08/2012	
BMG Library Ventures	United States	California	02/08/2007	02/08/2012	Let expire
Killer Tracks	United States	California	02/08/2007	02/08/2012	
Multisongs	United States	California	02/08/2007		
Network Music	United States	California	02/08/2007	02/08/2012	
Soundsac Music	United States	California	02/08/2007		
FirstCom Music	United States	California	02/08/2007		
BMG Production Music USA	United States	California	02/08/2007	02/08/2012	Let expire
ZFC Music	United States	California	02/08/2007		Expires 12/12/2017
First Digital Music	United States	California	02/08/2007	02/08/2012	Let expire
Netcap	United States	California	02/08/2007	02/08/2012	
Netses	United States	California	02/08/2007	02/08/2012	
FCZ Music	United States	California	02/08/2007	02/08/2012	Let expire
Jim Long Companies	United States	California	02/08/2007	02/08/2012	Let expire
BMG Songs	United States	California	02/08/2007	02/08/2012	Let expire
Careers-BMG Music Publishing	United States	California	02/08/2007	02/08/2012	Let expire
BMG Music Publishing	United States	California	02/08/2007	02/08/2012	Let expire
Soundcast Music	United States	California	02/08/2007	02/08/2012	
BMG Production Music Latin America	United States	California	02/08/2007	02/08/2012	Let expire
Network Music	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Soundsac Music	United States	California	11/02/2007		- Registration #: 20072475883 - Expires 11/2/2012
FirstCom Music	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
First Digital Music	United States	California	11/02/2007		- Registration #: 20072475883 - Expires 11/2/2012
Netcap	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Netses	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
FCZ Music	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Jim Long Companies	United States	California	11/02/2007		- Registration #: 20072475883 - Expires 11/2/2012
Universal Music - MGB Songs	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012

CONFIDENTIAL

Universal Music - MGB NA LLC

Date
12/19/2018

Company Profile

Tax ID
[redacted]

Universal Music - Careers	United States	California	11/02/2007		- Registration #: 20072475883 - Expires 11/2/2012
Universal Music - MGB	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Soundcast Music	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
MGB	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012 - Let expire
Killer Music Publishing	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Audio Action	United States	California	11/02/2007		- Registration #: 20072475883 - Expires 11/2/2012
Killer Tools	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Killer F/X	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Killer Tracks	United States	California	11/02/2007		- Registration #: 20072475883 - Expires 11/2/2012
Multisongs	United States	California	11/02/2007	11/02/2012	- Registration #: 20072475883 - Expires 11/2/2012
Universal Música de Producción	United States	California	02/20/2008		- Registration #: 20080296758 - Expires 2/20/2013 - End date is on or after 3/29/2013.
Killer Tools	United States	California	10/03/2012		- Registration #: 2016 242361 - Expires 10/3/2021
Netcap	United States	California	10/03/2012		- Registration #: 2016 242361 - Expires 10/3/2021
Universal Música de Producción	United States	California	03/29/2013	03/29/2018	Expiration date: 3/29/2018
Open Note	United States	California	06/16/2016		Expires 6/16/2021
FCZ Music	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
FirstCom Music	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Killer F/X	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Killer Music Publishing	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Killer Tracks	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Multisongs	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Netses	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Netses	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Network Music	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Soundcast Music	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Soundsac Music	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Universal Music - Careers	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Universal Music - MGB	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Universal Music - MGB Songs	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Killer Tracks	United States	California	10/03/2016		- Registration #: 2016 242361 - Expires 10/3/2021
Universal Music Rights	United States		02/06/2017		- Registration #: 2017 030482 - Expires 2/6/2022
Universal Musica De Producción	United States	California	04/13/2018		- Registration #: 2018090823 - Expires 4/13/2023

Universal Music - MGB NA LLC

Date
12/19/2018

Company Profile

Tax ID
[redacted]

Data Library

Additional Notes from GCM

Date	Reminder	Status	Summary
02/25/1977			Status Note U.S. target entity acquired on 5/25/2007 in connection with the purchase of BMG Music Publishing Group.
12/14/2006			Conversion Converted from BMG Music Publishing NA, Inc. (corporation) to BMG Music Publishing NA LLC (limited liability company).
05/25/2007			Status Note U.S. target entity acquired on 5/25/2007 in connection with the purchase of BMG Music Publishing Group.

Validations

Severity	Validation
Error	The company does not have any directors

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : UNIVERSAL MUSIC - MBG NA LLC

DOCUMENT TYPE : AMENDED ASSUMED NAME LTD LIABILITY CO

FILER:

FILED: 11/28/2007
CASH#: 189044
FILM#: 20071128039

ELIZABETH ROLANDO, C/O UNIVERSAL MUSIC GROUP
10 UNIVERSAL CITY PLAZA, #2150
UNIVERSAL CITY CA 91608

PRINCIPAL LOCATION

1540 BROADWAY
43RD FLOOR
NEW YORK
NY 10036

COMMENT:

ASSUMED NAME
UNIVERSAL MUSIC - CAREERS

SERVICE COMPANY : CT CORPORATION SYSTEM

CODE: 07
BOX : 24

FEES
FILING :
COUNTY :
COPIES :
MISC :
HANDLE :
[redacted]

PAYMENTS:
CASH :
CHECK :
C CARD :
[redacted]

REFUND :

DO3HD104 DOS-281 (04/2007)

FILED

New York State
Department of State
Division of Corporations, State Records & UCC
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF ASSUMED NAME OF

UNIVERSAL MUSIC - MGB LLC

(Insert Name of Entity)

Under Section 130 of the General Business Law

FIRST: The name of the entity is: Universal Music - MGB LLC.

SECOND: *Foreign entities only.* If applicable, the fictitious name the entity agreed to use in New York State is: .

THIRD: If the name of the entity is different on the last Certificate of Assumed Name or Certificate of Amendment of Certificate of Assumed Name, the previous name of the entity is: BMG Music Publishing NA LLC.

FOURTH: The entity was formed or authorized under (indicate law):

____ Business Corporation Law	____ Not-for-Profit Corporation Law
____ Education Law	____ Revised Limited Partnership Act
____ Insurance Law	____ Other (specify law)
X Limited Liability Company Law	

FIFTH: The present assumed name is Careers-BMG Music Publishing.

SIXTH: The date the original Certificate of Assumed Name was filed is: January 17, 2007.

SEVENTH: The date, if applicable, the last Certificate of Amendment of Certificate of Assumed Name was filed is: .

NAME CHANGE

EIGHTH: The following change(s) are being made (check the appropriate change(s)):

X **Entity Name:**
The new name of the entity is: Universal Music - MGB LLC.

X **Assumed Name:**
The new assumed name is: Universal Music - Careers.

X **Principal Place of Business:**
The principal place of business is changed to (include the number and street, city, state and zip code): 1540 Broadway, 43rd Floor, New York, New York 10036.

NY012- 04/30/2007 C T System Online

_____ **County(ies), Added or Deleted, in Which Business Will be Conducted Under the Assumed Name:**

County(ies) Added: _____

County(ies) Deleted: _____

_____ **Address(es) of Specific Business Location(s), Added or Deleted:**

Business Location(s) Added (include the number and street, city, state and zip code): _____

Business Location(s) Deleted (include the number and street, city, state and zip code): _____

INSTRUCTIONS FOR SIGNING: If a corporation, by an officer; if a limited partnership, by a general partner; if a limited liability company, by a member or manager; or by an authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, president.)

_____ _____

Name and Title *Signature*

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF ASSUMED NAME OF

UNIVERSAL MUSIC - MGB LLC

(Insert Name of Entity)

Under Section 130 of the General Business Law

Filer's Name: Elizabeth Rolando

Address: c/o Universal Music Group 10 Universal City Plaza, Suite 2150

City, State and Zip Code: Universal City, CA 91608

Note: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a $25 fee. The Department of State also collects the following, additional, county clerk fees for each county affected by the amendment in which a corporation does or transacts business: $100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and $25 for each county outside New York City. All checks over $500 must be certified.

For Office Use Only

NY012- 04/30/2007 C T System Online

Dec. FILED

New York State
Department of State
Division of Corporations, State Records & UCC
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF ASSUMED NAME OF

UNIVERSAL MUSIC - MGB LLC
(Insert Name of Entity)

Under Section 130 of the General Business Law

FIRST: The name of the entity is: Universal Music - MGB LLC .

SECOND: *Foreign entities only.* If applicable, the fictitious name the entity agreed to use in New York State is: .

THIRD: If the name of the entity is different on the last Certificate of Assumed Name or Certificate of Amendment of Certificate of Assumed Name, the previous name of the entity is:
BMG Music Publishing NA LLC .

FOURTH: The entity was formed or authorized under (indicate law):

____ Business Corporation Law	____ Not-for-Profit Corporation Law
____ Education Law	____ Revised Limited Partnership Act
____ Insurance Law	____ Other (specify law)
x Limited Liability Company Law	

FIFTH: The present assumed name is BMG Production Music USA .

SIXTH: The date the original Certificate of Assumed Name was filed is: January 17, 2007 .

SEVENTH: The date, if applicable, the last Certificate of Amendment of Certificate of Assumed Name was filed is: .

Name change

EIGHTH: The following change(s) are being made (check the appropriate change(s)):

x **Entity Name:**
The new name of the entity is: Universal Music - MGB LLC (NA) .

x **Assumed Name:**
The new assumed name is: MGB .

x **Principal Place of Business:**
The principal place of business is changed to (include the number and street, city, state and zip code): 1540 Broadway, 43rd Floor, New York, New York 10036 .

NY012- 04/30/2007 C T System Online

_____ **County(ies), Added or Deleted, in Which Business Will be Conducted Under the Assumed Name:**

County(ies) Added:	County(ies) Deleted:

_____ **Address(es) of Specific Business Location(s), Added or Deleted:**

Business Location(s) Added (include the number and street, city, state and zip code):	Business Location(s) Deleted (include the number and street, city, state and zip code):

INSTRUCTIONS FOR SIGNING: If a corporation, by an officer; if a limited partnership, by a general partner; if a limited liability company, by a member or manager; or by an authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, president.)

Name and Title *Signature*

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF ASSUMED NAME
OF

UNIVERSAL MUSIC - MGB LLC

(Insert Name of Entity)

Under Section 130 of the General Business Law

Filer's Name: Elizabeth Rolando

Address: c/o Universal Music Group 10 Universal City Plaza, Suite 2150

City, State and Zip Code: Universal City, CA 91608

Note: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a $25 fee. The Department of State also collects the following, additional, county clerk fees for each county affected by the amendment in which a **corporation** does or transacts business: $100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and $25 for each county outside New York City. All checks over $500 must be certified.

For Office Use Only

NY012 - 04/30/2007 C T System Online

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : UNIVERSAL MUSIC - MGB NA LLC

DOCUMENT TYPE : AMENDED ASSUMED NAME LTD LIABILITY CO

FILER:

ELIZABETH ROLANDO
C/O UNIVERSAL MUSIC GRP
10 UNIVERSAL CITY PLZ STE 2150
UNIVERSAL CITY CA 91608

FILED: 11/21/2007
CASH#: 188784
FILM#: 20071121044

PRINCIPAL LOCATION

COMMENT:

ASSUMED NAME
UNIVERSAL MUSIC-MGB SONGS

SERVICE COMPANY : CT CORPORATION SYSTEM

CODE: 07
BOX : 24

FEES
FILING :
COUNTY :
COPIES :
MISC :
HANDLE :

[redacted]

PAYMENTS:
CASH :
CHECK :
C CARD :

REFUND :

[redacted]

DO3HD104 DOS-281 (04/2007)

Doc. Filed

New York State
Department of State
Division of Corporations, State Records & UCC
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF ASSUMED NAME OF

UNIVERSAL MUSIC - MGB LLC

(Insert Name of Entity)

Under Section 130 of the General Business Law

FIRST: The name of the entity is: Universal Music - MGB LLC.

SECOND: *Foreign entities only.* If applicable, the fictitious name the entity agreed to use in New York State is: .

THIRD: If the name of the entity is different on the last Certificate of Assumed Name or Certificate of Amendment of Certificate of Assumed Name, the previous name of the entity is: BMG Music Publishing NA LLC.

FOURTH: The entity was formed or authorized under (indicate law):

___ Business Corporation Law	___ Not-for-Profit Corporation Law
___ Education Law	___ Revised Limited Partnership Act
___ Insurance Law	___ Other (specify law)
x Limited Liability Company Law	

FIFTH: The present assumed name is BMG Songs.

SIXTH: The date the original Certificate of Assumed Name was filed is: January 17, 2007.

SEVENTH: The date, if applicable, the last Certificate of Amendment of Certificate of Assumed Name was filed is: .

EIGHTH: The following change(s) are being made (check the appropriate change(s)): Name change

x **Entity Name:**
The new name of the entity is: Universal Music - MGB LLC.

x **Assumed Name:**
The new assumed name is: Universal Music - MGB Songs.

x **Principal Place of Business:**
The principal place of business is changed to (include the number and street, city, state and zip code): 1540 Broadway, 43rd Floor, New York, New York 10036.

DOS-1626 (Rev. 4/07)

NY012- 04/30/2007 C T System Online

_____ **County(ies), Added or Deleted, in Which Business Will be Conducted Under the Assumed Name:**

County(ies) Added:	County(ies) Deleted:

_____ **Address(es) of Specific Business Location(s), Added or Deleted:**

Business Location(s) Added (include the number and street, city, state and zip code):	Business Location(s) Deleted (include the number and street, city, state and zip code):

INSTRUCTIONS FOR SIGNING: If a corporation, by an officer; if a limited partnership, by a general partner; if a limited liability company, by a member or manager; or by an authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, president.)

Name and Title *Signature*

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF ASSUMED NAME
OF

UNIVERSAL MUSIC - MGB LLC

(Insert Name of Entity)

Under Section 130 of the General Business Law

Filer's Name: Elizabeth Rolando

Address: c/o Universal Music Group 10 Universal City Plaza, Suite 2150

City, State and Zip Code: Universal City, CA 91608

Note: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a $25 fee. The Department of State also collects the following, additional, county clerk fees for each county affected by the amendment in which a **corporation** does or transacts business: $100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and $25 for each county outside New York City. All checks over $500 must be certified.

For Office Use Only

NY012- 04/30/2007 C T System Online

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : UNIVERSAL MUSIC - MGB NA LLC

DOCUMENT TYPE : AMENDED ASSUMED NAME LTD LIABILITY CO

FILER:

ELIZABETH ROLANDO C/O UNIVERSAL MUSIC
SUITE 2150
10 UNIVERSAL CITY PLAZA
UNIVERSAL CITY CA 91608

FILED: 11/28/2007
CASH#: 189023
FILM#: 20071128019

PRINCIPAL LOCATION

245 FIFTH AVENUE, 8TH FL

NEW YORK
NY 10001

COMMENT:

ASSUMED NAME
UNIVERSAL MUSIC - MGB

SERVICE COMPANY : CT CORPORATION SYSTEM

CODE: 07
BOX : 24

FEES
FILING :
COUNTY :
COPIES :
MISC :
HANDLE :

[redacted]

PAYMENTS:
CASH :
CHECK :
C CARD :

REFUND :

[redacted]

DO3HD104 DOS-281 (04/2007)

Document Filed

New York State
Department of State
Division of Corporations, State Records & UCC
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF ASSUMED NAME OF

UNIVERSAL MUSIC - MGB NA LLC
(Insert Name of Entity)

Under Section 130 of the General Business Law

FIRST: The name of the entity is: Universal Music - MGB NA LLC

SECOND: *Foreign entities only.* If applicable, the fictitious name the entity agreed to use in New York State is: _____

THIRD: If the name of the entity is different on the last Certificate of Assumed Name or Certificate of Amendment of Certificate of Assumed Name, the previous name of the entity is: BMG Music Publishing NA LLC

FOURTH: The entity was formed or authorized under (indicate law):

___ Business Corporation Law	___ Not-for-Profit Corporation Law
___ Education Law	___ Revised Limited Partnership Act
___ Insurance Law	___ Other (specify law)
x Limited Liability Company Law	

FIFTH: The present assumed name is BMG Music Publishing

SIXTH: The date the original Certificate of Assumed Name was filed is: January 17, 2007

SEVENTH: The date, if applicable, the last Certificate of Amendment of Certificate of Assumed Name was filed is: _____

Name change

EIGHTH: The following change(s) are being made (check the appropriate change(s)):

x **Entity Name:**
The new name of the entity is: Universal Music - MGB NA LLC

x **Assumed Name:**
The new assumed name is: Universal Music - MGB

x **Principal Place of Business:**
The principal place of business is changed to (include the number and street, city, state and zip code): 245 Fifth Avenue, 8th Floor, New York, New York 10001

DOS-1626 (Rev. 4/07)

NY013- 04/30/2007 CT System Online

_____ **County(ies), Added or Deleted, in Which Business Will be Conducted Under the Assumed Name:**

County(ies) Added:	County(ies) Deleted:
_____	_____
_____	_____
_____	_____

_____ **Address(es) of Specific Business Location(s), Added or Deleted:**

Business Location(s) Added (include the number and street, city, state and zip code):	Business Location(s) Deleted (include the number and street, city, state and zip code):
_____	_____
_____	_____
_____	_____

INSTRUCTIONS FOR SIGNING: If a corporation, by an officer; if a limited partnership, by a general partner; if a limited liability company, by a member or manager; or by an authorized person or attorney-in-fact for such corporation, limited partnership or limited liability company. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, president.)

_____ _____

Name and Title *Signature*

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF ASSUMED NAME OF

UNIVERSAL MUSIC - MGB LLC

(Insert Name of Entity)

Under Section 130 of the General Business Law

Filer's Name: Elizabeth Rolando

Address: c/o Universal Music Group 10 Universal City Plaza, Suite 2150

City, State and Zip Code: Universal City, CA 91608

Note: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a $25 fee. The Department of State also collects the following, additional, county clerk fees for each county affected by the amendment in which a **corporation** does or transacts business: $100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and $25 for each county outside New York City. All checks over $500 must be certified.

For Office Use Only

NY012- 04/30/2007 C T System Online

D0832896

State of California
Secretary of State

File # 200634810179

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

ENDORSED - FILED
In the office of the Secretary of State
of the State of California
DEC 14 2006

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")
   BMG MUSIC PUBLISHING NA LLC
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.
3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)
   ☐ ONE MANAGER ☑ MORE THAN ONE MANAGER ☐ ALL LIMITED LIABILITY COMPANY MEMBER(S)
4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE: 245 FIFTH AVENUE, 8TH FLOOR | CITY AND STATE: NEW YORK, NY | ZIP CODE: 10001
5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 5 must be completed (leave item 6 blank).)
   Corporation Service Company Which Will Do Business In California As Cso-Lawyers Incorporating Service
6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA | CITY | STATE: CA | ZIP CODE

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY
   BMG MUSIC PUBLISHING NA, INC.

8. FORM OF ENTITY	9. JURISDICTION	10. CA SECRETARY OF STATE FILE NUMBER, IF ANY
CORPORATION	CALIFORNIA	0810324

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE	AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS
COMMON 1,000	100%

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I RECOGNIZE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

12/11/2006 — SIGNATURE OF AUTHORIZED PERSON — DATE
ROBERT SORRENTINO, VICE PRESIDENT, TAX — TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

12/11/2006 — SIGNATURE OF AUTHORIZED PERSON — DATE
JACQUELINE CHASEY, ASSISTANT SECRETARY — TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

OFFICE OF THE SECRETARY OF STATE

LLC-1A (REV 08/2006) — APPROVED BY SECRETARY OF STATE

This is a true and certified copy of the record
If it bears the seal, imprinted in purple ink,
of the Registrar-Recorder/County Clerk

NOV 2 2007

REGISTRAR-RECORDER/COUNTY CLERK
LOS ANGELES COUNTY, CALIFORNIA

REGISTRAR-RECORDER/COUNTY CLERK
COUNTY OF LOS ANGELES - CALIFORNIA

A

Your Return Mailing Address

Name: BMG Music Publishing NA, Inc.

Address: 1540 Broadway, Attn: J.SanJuan

City: New York State: NY Zip Code: 10036

REGISTRAR - RECORDER / COUNTY CLERK'S FILING STAMP

AUG 31 2004

COPY of Document Recorded
04 2245203
Has not been compared with original. Original will be returned when processing has been completed.
LOS ANGELES COUNTY REGISTRAR-RECORDER

AUG 3 2004

1 ☐ First Filing ☐ Renewal Filing
Check one only

FICTITIOUS BUSINESS NAME STATEMENT

THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS: (Attach additional pages if required)

2 Fictitious Business Name(s)
1. BMG Songs
2. Careers-BMG Music Publishing
3. Multisongs

Articles of Incorporation or Organization Number (if applicable): PII

3 Street Address, City & State of Principal Place of Business in California (P.O. Box alone not acceptable)
6534 Sunset Blvd., Hollywood, CA 90028

4 Full name of Registrant / Corporation / Limited Liability Company (If corporation - incorporated in what state)
BMG Music Publishing NA, Inc. CA

Residence Street Address (P.O. Box not accepted) City State Zip Code
6534 Sunset Blvd. Hollywood CA 90028

4A Full name of Registrant / Corporation / Limited Liability Company (if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City State Zip Code

4B Full name of Registrant / Corporation / Limited Liability Company (if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City State Zip Code

5 This Business is conducted by: (check one only)
( ) an individual ( ) a general partnership ( ) joint venture ( ) a business trust
( ) co-partners ( ) husband and wife ( ) a corporation ( ) a limited partnership
( ) an unincorporated association other than a partnership ( ) a limited liability company ( ) _____ Other

6 ( ) The registrant commenced to transact business under the fictitious business name or names listed on (Date): 6/30/04
( ) Registrant has not yet begun to transact business under the fictitious business name or names listed herein.

7 I declare that all information in this statement is true and correct.
(A registrant who declares as true information which he or she knows to be false is guilty of a crime.)

8 Signature of Registrant(s)

Signature	type/print name

8A If Registrant is a CORPORATION or LLC, sign below
BMG MUSIC PUBLISHING NA, INC.
Corporation Name / Limited Liability Company
Peter Brodsky
Signature
ASSISTANT SECRETARY
Title
PETER BRODSKY
Type or Print Name

This statement was filed with the County Clerk of LOS ANGELES County on date indicated by file stamp above.

NOTICE - THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED PRIOR TO THAT DATE. The filing of this statement does not of itself authorize the use in this state of a fictitious business name in violation of the rights of another under federal, state, or common law (See Section 14411 et seq., Business and Professions Code)

REGISTRAR - RECORDER/COUNTY CLERK
BUSINESS FILING AND REGISTRATION
P.O. BOX 53592, LOS ANGELES, CA 90053-0592
PH: (562) 462-2177

FILING FEE: $23.00 for 1 FBN and 2 registrants
plus $4.00 for each additional FBN/registrant
RENEWAL FILING FEE: $18.00
REFER TO THE BACK OF FORM FOR INSTRUCTIONS

FORM # 76F286D-F029 (Rev. 5/04)

840113-010

(When required)
RECORDING REQUESTED BY AND MAIL TO:

The Los Angeles DaiLY JOURNAL
~ SINCE 1888 ~

915 E. First Street, Los Angeles, California 90012
Mailing Address: P.O. Box 54026, Los Angeles, California 90054-0026
Telephone (213) 229-5300 • Fax (213) 680-3682

This space for filing stamp only

01-2442323

CONRAD
CSC THE UNITED STATES CORP. CO
NORWALK - HAND DELIVER

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of Los Angeles) ss

Notice Type: FNS FICTITIOUS BUSINESS NAME

Ad Description: #4774711035 BMG MUSIC PUBLISHING

I am a citizen of the United States and a resident of the County of Los Angeles; *I am over the age of eighteen years, and not a party to or interested in the* above entitled matter. I am the principal clerk of the printer and publisher of the Los Angeles Daily Journal, a daily newspaper published in the English language in the City of Los Angeles, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of Los Angeles, State of California, under date of June 2, 1952, Case No. 599,382. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

11/28/2001 ,12/05/2001 ,12/12/2001 ,12/19/2001

Executed on: 12/19/2001
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

Signature

DJ#: 323994

FICTITIOUS BUSINESS
NAME STATEMENT
File No. 01 2222010

The following person(s) is (are) doing business as:
BMG MUSIC PUBLISHING, 8750 Wilshire Boulevard, Beverly Hills, CA 90211-2713
Careers-BMG Music Publishing, Inc., New York, 1540 Broadway, New York, NY 10036
This business is conducted by a corporation
Type of Business: Music and music publishing
CAREERS-BMG MUSIC PUBLISHING, INC.
S/ ROBERT J. SORRENTINO, Vice President, Taxes
This statement was filed with the County Clerk of Los Angeles County on November 21, 2001
The registrant(s) commenced to transact business under the fictitious business name or names listed above on Nov. 15, 2000
NOTICE-This Fictitious Name Statement expires five years from the date it was filed in the office of the County Clerk. A New Fictitious Business Name Statement must be filed before that time.
The filing of this statement does not of itself authorize the use in this state of a Fictitious Business Name in violation of the rights of another under Federal, State, or common law (See Section 14400 et seq., Business and Professions Code).
First Filing
11/28/01, 12/05/01, 12/12/01, 12/19/01
DJ- 323994#

LEAD SHEET

01-2442323

RECORDED/FILED IN OFFICIAL RECORDS
RECORDER'S OFFICE
LOS ANGELES COUNTY
CALIFORNIA
3:01 PM DEC 20 2001

SPACE ABOVE THIS LINE FOR RECORDERS USE

TITLE(S)

Proof of Publication

FEE NO CHARGE
FEE PREVIOUSLY
PAID=CODE 12

D.T.T.

CODE 20

CODE 19

CODE 9___

Assessor's Identification Number (AIN)
To Be Completed By Examiner OR Title Company In Black Ink

Number of Parcels Shown

THIS FORM IS NOT TO BE DUPLICATED

Certificate of Recordation

This is to certify that the attached document was recorded in the Copyright Office on the date and in the place shown below.

This certificate is issued under the seal of the United States Copyright Office.

DATE OF RECORDATION	
15May08	
VOLUME	DOC. NO.
3565	881
VOLUME	DOC. NO.

Marybeth Peters

Register of Copyrights and
Associate Librarian for Copyright Services

(762 JANUARY 2004 4 000

Document Cover Sheet

UNITED STATES COPYRIGHT OFFICE

For Recordation of Documents

Volume 3565 Document 881

Volume _____ Document _____

Date of Recordation M _____ D MAY 15 2008 Y _____
(ASSIGNED BY THE COPYRIGHT OFFICE)

Funds Received _____

DO NOT WRITE ABOVE THIS LINE · SEE INSTRUCTIONS ON REVERSE

To the Register of Copyrights. *Please record the accompanying original document or properly certified copy thereof.*

1 First party name given in the document: Zomba Enterprises, LLC
(IMPORTANT: Observe special instructions for this and other spaces.)

2 First title given in the document:

3 Total number of titles in the document:

4 Amount of fee calculated: $95.00

5 Fee enclosed:
☐ Check ☐ Money order
☑ Fee authorized to be charged to Copyright Office Deposit Account

Deposit Account number: DAO 65471

Deposit Account name: Universal Music Publ. Group

6 Completeness of document:
☑ Document is complete by its own terms ☐ Document is not complete. Record "as is."

IMPORTANT NOTE: *A request to record a document "as is" under 37 CFR §201.4(c)(2) is an assertion that: (a) the attachment is completely unavailable for recordation, (b) the attachment is not essential to the identification of the subject matter of the document; and (c) it would be impossible or wholly impracticable to have the parties to the document sign or initial a deletion of the reference to the attachment.*

7 Certification of Photocopied Document: Complete this certification if a photocopy of the original signed document is substituted for a document bearing the actual original signature.
NOTE: *This space may not be used for documents that require an official certification.*

I declare under penalty of perjury that the accompanying document is a true and correct copy of the original document.

Signature: Kelly E S Date: 1/17/08

Duly authorized agent of: Universal Music Publishing Group

8 Return to:

Name: Kelly Edwards

Number/Street: 2440 Sepulveda Blvd. Apt/Suite: 100

City: Los Angeles State: CA Zip: 90064

Phone number: 310-235-4736 Fax number: 310-235-4803

Email: Kelly.Edwards@umusic.com

SEND TO: *Library of Congress, Copyright Office, Documents Recordation Section, LM-462, 101 Independence Avenue SE, Washington, DC 20559-6000*
INCLUDE ALL THESE TOGETHER: (1) two copies of this form; (2) payment from a Deposit Account or by check/money order payable to *Register of Copyrights*, and (3) your document

SECRETARY'S CERTIFICATE
UNIVERSAL MUSIC - Z TUNES LLC

September 14, 2007

I, Neil Nagano, Secretary of Universal Music - Z Tunes LLC, a New York limited liability company (the "Company"), hereby certify that:

A. Universal Music Group, Inc., a Delaware corporation ("UMG"), Vivendi S.A., a French Société Anonyme, Bertelsmann AG, a German stock corporation ("Bertelsmann"), and certain affiliates of Bertelsmann, entered into that certain Share Purchase Deed of Agreement, dated September 6, 2006 (the "Share Purchase Agreement"), with respect to the acquisition of the BMG Music Publishing Group by UMG and its affiliates (the "BMG Publishing Acquisition").

B. As part of the BMG Publishing Acquisition, Universal Music Publishing, Inc., a California corporation ("Universal Publishing") and wholly owned subsidiary of UMG, acquired all of the membership interests of Universal Music - MGB NA LLC, a California limited liability company ("UMMGB Publishing") from Bertelsmann Music Group, LLC ("BMG"), which acquisition is evidenced by that certain Membership Interest Assignment by BMG, a copy of which is attached to this Secretary's Certificate as Exhibit A.

C. Following the BMG Publishing Acquisition, the name of UMMGB Publishing was changed from "BMG Music Publishing NA, LLC" to "Universal Music - MGB LLC" and then to its current name, "Universal Music - MGB NA LLC," pursuant to a Certificate of Amendment filed July 3, 2007 and a Certificate of Amendment filed July 20, 2007, copies of which are attached to this Secretary's Certificate as Exhibit B.

D. UMMGB Publishing is the sole shareholder of Universal Music Holdings Z B.V. a Dutch besloten vennootschap ("UMH") (formerly known as "Zomba Music Holdings B.V.").

E. UMH is the sole member of the Company.

F. Following the BMG Publishing Acquisition, the name of the Company was changed from "Zomba Enterprises, LLC" to its current name, "Universal Music - Z Tunes LLC," pursuant to a Certificate of Amendment filed July 30, 2007, a copy of which is attached to this Secretary's Certificate as Exhibit C.

[Signature Page Follows]

IN WITNESS WHEREOF, I have hereunto subscribed my name on behalf of the Company as of the day first above written.

SECRETARY OF
UNIVERSAL MUSIC - Z TUNES LLC

By: _____
Neil Nagano

Exhibit A

MEMBERSHIP INTEREST ASSIGNMENT

FOR VALUE RECEIVED AND SATISFIED of [redacted] and pursuant to that certain Share Purchase Deed of Agreement dated September 6, 2006 by and among BERTELSMANN MUSIC GROUP LLC ("Assignor"), BERTELSMANN AG, BERTELSMANN MUSIC GROUP GMBH, BERTELSMANN HOLDING SPAIN S.A., BMG DEUTSCHLAND GMBH, BMG FRANCE SAS, ARVATO DE MEXICO SA DE CV, AND, BMG MUSIC PUBLISHING CANADA INC., as sellers, and UNIVERSAL MUSIC GROUP INC., as purchaser, and VIVENDI S.A., as guarantor, Assignor hereby sells, assigns and transfers unto UNIVERSAL MUSIC PUBLISHING, INC., or its designee, all of Assignor's right, title and interest in and to Assignor's 100% membership interest (the "Membership Interest") in BMG MUSIC PUBLISHING NA LLC, a California limited liability company (the "Company"), standing in the name of the Assignor on the books of the Company.

Dated:

BERTELSMANN MUSIC GROUP LLC
By: Bertelsmann, Inc., Member

By: Dr. Thomas Götz
Its: duly authorised representative

V3565 D881 Page 4

Exhibit B

State of California
Secretary of State

CERTIFICATE OF FILING
OF NAME CHANGE

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **20th day of July, 2007,** there was filed in this office an amendment whereby the Limited Liability Company name of **UNIVERSAL MUSIC-MGB LLC,** a **California** limited liability company, was changed to: **UNIVERSAL MUSIC-MGB NA LLC.**

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 31, 2007.



Debra Bowen

DEBRA BOWEN
Secretary of State

NP-25 (REV 1/2007)

OSP 08 89731

State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 23 2007

DEBRA BOWEN
Secretary of State

Sec/State Form CE-107 (REV 1/2007)

State of California
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State of the State of California

JUL 2 0 2007

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

A $30.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER: 200634810179

2. NAME OF LIMITED LIABILITY COMPANY: Universal Music - MGB LLC

3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.

A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.")

Universal Music - MGB NA LLC

B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE):

- [ ] ONE MANAGER
- [ ] MORE THAN ONE MANAGER
- [x] ALL LIMITED LIABILITY COMPANY MEMBER(S)

C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:

D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.

4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR

5. NUMBER OF PAGES ATTACHED, IF ANY:

6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

7/20/2007
DATE

Neil Nagano, Sr. V.P. of Universal Music Publishing, Inc. (Member)
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

7. RETURN TO:

NAME: Elizabeth Rolando
FIRM: c/o Universal Music Group
ADDRESS: 10 Universal City Plaza
CITY/STATE: Universal City, CA
ZIP CODE: 91608

OFFICE OF THE SECRETARY OF STATE

SEC/STATE FORM LLC-2 (Rev. 03/2005) – FILING FEE $30.00 APPROVED BY SECRETARY OF STATE

CA400 12/05 C T System Online

State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 11 2007

DEBRA BOWEN
Secretary of State

Sec/State Form CE-107 (REV 1/2007)

State of California
Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

A $30.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUL 03 2007

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER: 20065481017 9
2. NAME OF LIMITED LIABILITY COMPANY: BMG MUSIC PUBLISHING NA LLC

3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.

A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.")

UNIVERSAL MUSIC - MGB LLC

B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE):

☐ ONE MANAGER
☐ MORE THAN ONE MANAGER
☒ ALL LIMITED LIABILITY COMPANY MEMBER(S)

C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:

D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.

4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR 2007

5. NUMBER OF PAGES ATTACHED, IF ANY:

6. I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

[signature] 7/3/07
SIGNATURE OF AUTHORIZED PERSON DATE

Michael Ostroff, Exec. VP & General Counsel OF UNIVERSAL MUSIC PUBLISHING, INC. (MEMBER).
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

7. RETURN TO:

NAME: Elizabeth Rolando
FIRM: Universal Music Group
ADDRESS: 10 Universal City Plaza
CITY/STATE: Universal City, CA
ZIP CODE: 91608

OFFICE OF THE SECRETARY OF STATE

SEC/STATE FORM LLC-5 (Rev. 03/2006) – FILING FEE $30.00
APPROVED BY SECRETARY OF STATE

FILED

45

State of Tennessee

2007 OCT -3 PM 1:01

SECRETARY OF STATE

2007 OCT -3

For Office Use Only

Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (LIMITED LIABILITY COMPANY)

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-246-303 of the Tennessee Limited Liability Company Act or §48-249-906 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The currently recorded name of the Limited Liability Company is: Zomba Enterprises LLC

If different, the name under which the amended certificate of authority is to be obtained is.

Universal Music - Z Tunes LLC

2. The state or country under whose law it is organized is: New York

and its date of formation is: 12/12/2006 (must be month, day and year).

3. The complete street address (including zip code) of its principal office is:

10 Universal City Plaza	Universal City	CA	91608
Street	City	State/Country	Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee is:

800 S. Gay St., Ste. 2021	Knoxville, TN		37929
Street	City/State	County	Zip Code

The name of its registered agent at that office is: C T Corporation System

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. Please insert the number of members at the date of filing if more that six (6).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of Limited Liability Company records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

9-7-2007
Signature Date

Director of Zomba Music Holdings B.V. (Member)
Signer's Capacity

Universal Music - Z Tunes LLC
Name of Limited Liability Company

Signature

Frank Bruens
Name (typed or printed)

SS-4231 (Rev. 01/06) Filing Fee $20 RDA 2458

TN864 2/15/06 CT System Online

V3565 D881 Page 9

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 10/03/07
REQUEST NUMBER: 6140-0167
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/03/07 1301
EFFECTIVE DATE/TIME: 10/03/07
CONTROL NUMBER: 0536911

TO:
UNIVERSAL MUSIC - Z TUNES LLC
10 UNIVERSAL CITY
PLAZA
UNIVERSAL CITY, CA 91608

RE:
UNIVERSAL MUSIC - Z TUNES LLC
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY - LIMITED LIABILITY COMPANY

ON DATE: 10/03/07

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	$20.00	$0.00
TOTAL PAYMENT RECEIVED:		$20.00

RECEIPT NUMBER: 00004276415
ACCOUNT NUMBER: 00101230

SS-4458

RILEY C. DARNELL
SECRETARY OF STATE

State of New York
Department of State } ss:

I hereby certify, that ZOMBA MUSIC PUBLISHING LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/12/2006, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment ZOMBA MUSIC PUBLISHING LLC, changing its name to ZOMBA ENTERPRISES LLC, was filed 12/13/2006.

A Certificate of Amendment ZOMBA ENTERPRISES LLC, changing its name to UNIVERSAL MUSIC - Z TUNES LLC, was filed 07/30/2007.

***

Witness my hand and the official seal of the Department of State at the City of Albany, this 01st day of October two thousand and seven.

Daniel Shapiro
Special Deputy Secretary of State

200710020408 * M2