Exhibit UMPG-37B

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **June 6, 2007**

STATE OF NEW YORK
DEPARTMENT OF STATE
EXCELSIOR

Deputy Secretary of State for
Business and Licensing Services

DOS-1266 (Rev. 03/07)

F06121300079Y

CSC 45

CERTIFICATE OF MERGER

OF

ZOMBA ENTERPRISES, INC.

INTO

ZOMBA MUSIC PUBLISHING LLC

Under Section 1003 of the Limited Liability Company Law

It is hereby certified by the constituent entities named herein as follows:

FIRST: The name of the Disappearing Corporation to be merged is Zomba Enterprises, Inc. The name under which it was formed is Zomba Enterprises, Inc.

The name of the Surviving LLC is Zomba Music Publishing LLC.

SECOND: The Articles of Organization of the Disappearing Corporation were filed by the Department of State on July 7, 1977. The Articles of Organization of the Surviving LLC were filed by the Department of State on December 12, 2006.

THIRD: The Board of Directors and shareholders of the corporation named herein as the Disappearing Corporation and the requisite number of members of the limited liability company named herein as the Surviving LLC have approved and executed an Agreement and Plan of Merger setting forth the terms and conditions of merging the Disappearing Corporation into the Surviving LLC.

FOURTH: The name of the surviving or resulting limited liability company will be: Zomba Enterprises LLC.

FIFTH: The Effective Date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law and New York Limited Liability Company Law govern such effective date, shall be December 13, 2006.

SIXTH: The Articles of Organization of the Surviving LLC shall be in force and effect upon the Effective Date of the merger and shall continue to be the Articles of Organization of said Surviving LLC until amended and changed pursuant to the New York Limited Liability Company Law.

SEVENTH: The Secretary of State of the State of New York is designated as agent of the Surviving LLC upon whom process against it may be served. The address within this state to which the Secretary of State shall mail a copy of any process against the Surviving LLC served upon him or her is:

Zomba Enterprises LLC
Attn: General Counsel
245 Fifth Avenue, 8th floor
New York, NY 10001

EIGHTH: The executed Agreement and Plan of Merger is on file at an office of the Surviving LLC. The address of such place of business of the Surviving LLC is Bertelsmann, Inc., 1745 Broadway, New York, NY 10019.

NINTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity that is to merge or consolidate.

Dated December 11, 2006

ZOMBA MUSIC PUBLISHING LLC

By: _____
Name: Robert Sorrentino
Title: Vice President, Taxes

ZOMBA ENTERPRISES, INC.

By: _____
Name: Robert Sorrentino
Title: Vice President, Taxes

061213000794

CERTIFICATE OF MERGER

OF

ZOMBA ENTERPRISES, INC.

INTO

ZOMBA MUSIC PUBLISHING LLC

Section 1003 of the Limited Liability Company Law

2006 DEC 13 PM 2:32

Filer: Bertelsmann Inc.
7th Floor, 1745 Broadway
Random House
New York, NY 10019-4305
Cust. Ref#658719JBA

DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 13 2006
TAX $ —
BY: [illegible]

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

FILING RECEIPT

ENTITY NAME: UNIVERSAL MUSIC - Z TUNES LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC) COUNTY: NEWY
PROCESS REG.AGENT NAME

FILED:07/30/2007 DURATION:********* CASH# [redacted] FILM #: [redacted]

FILER:

ELIZABETH ROLANDO
10 UNIVERSAL CITY PLAZA
3RD FLOOR, SUITE 350
UNIVERSAL CITY, CA 91608

ADDRESS FOR PROCESS:

C/O CT CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NY 10011

REGISTERED AGENT:

CT CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NY 10011

STATE OF NEW YORK DEPARTMENT OF STATE EXCELSIOR

SERVICE COMPANY: CT CORPORATION SYSTEM - 07 SERVICE CODE: 07

FEES [redacted]

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TAX
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6981408CS DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and the official seal of the Department of State, at the City of Albany, on July 31, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

CT-07

070730000853

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

ZOMBA ENTERPRISES LLC

Under section 211 of the Limited Liability Company Law

FIRST: The name of the Limited Liability Company is Zomba Enterprises LLC. The name under which it was organized is Zomba Music Publishing LLC.

SECOND: The date of filing of the Articles of Organization is December 12, 2006.

THIRD: The amendments effected by this certificate of amendment are as follows:

(A) Paragraph FIRST of the articles of the organization dealing with the company name is hereby amended to read as follows:

"FIRST: The name of the limited liability company is Universal Music – Z Tunes LLC."

(B) Paragraph THIRD of the articles of the organization dealing with the service of process address is hereby amended to read as follows:

"THIRD: The secretary of state is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the secretary of state shall *mail a copy of any process against the limited liability* company served upon him or her is: c/o C T CORPORATION SYSTEM, 111 Eighth Avenue, New York, New York 10011."

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(C) Paragraph FOURTH of the articles of the organization is being added to designate a registered agent:

"FOURTH: The name and street address within this state of the registered agent of the limited liability company upon whom and at which process against the limited liability company can be served is: c/o C T CORPORATION SYSTEM, 111 Eighth Avenue, New York, New York 10011."

Frank Bruens, Director of Zombie Music Holdings B.V. (Member)

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CT-07

Certificate of Amendment of the Articles of Organization
(Title of Document)

OF

Zomba Enterprises LLC
(Entity Name)

Under Section 211 of the Limited Liability Company Law
(Law under which filing made)

2007 JUL 30 PM 1:38

1CC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 30 2007
BY UMC

Filed by: Elizabeth Rolando
(Name)

10 Universal City Plaza, 3rd Floor, Suite 350
(Mailing address)

Universal City, CA 91608
(City, State and ZIP code)

CST ref # 6981408CS

NY102 - 03/21/07 C T System Online

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