Exhibit UMPG-125B

State of Delaware

34006

DOCUMENTARY SURCHARGE PAID $3.00

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF POLYGRAM INTERNATIONAL, INC. FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 1988, AT 10 O'CLOCK A.M.

Michael Harkins, Secretary of State

AUTHENTICATION: 1933047

DATE: 11/15/1988

728320010

BOOK 790 PAGE 570

728320010

FILED

NOV 15 1988

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

POLYGRAM INTERNATIONAL, INC.

FIRST. The name of the corporation is PolyGram International, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares which the corporation shall have authority to issue is one thousand (1000) shares of Common Stock, and the par value of each of such shares is one dollar ($1.00).

FIFTH. The name and mailing address of the incorporator is Lisa S. Rothblum, 810 Seventh Avenue, New York, New York 10019.

SIXTH. The board of directors of the corporation is expressly authorized to adopt, amend or repeal by-laws of the corporation.

SEVENTH. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

IN WITNESS WHEREOF, I have signed this certificate of incorporation this 1st day of November, 1988.

Lisa S. Rothblum

RECEIVED FOR RECORD

NOV 16 1988

William M. Roney, Recorde

State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, *Secretary of State of the State of Delaware, do hereby certify* that the Certificate of Incorporation of "POLYGRAM INTERNATIONAL, INC.", was received and filed in this office the fifteenth day of November, A.D. 1988, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Certificate of Incorporation is the only paper of record, the Corporation in question not having filed an amendment nor having made any change whatever in the original Certificate as filed.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence not having been cancelled or dissolved so far as the records of this office show and is duly authorized to transact business.

And I do hereby further certify that no Franchise Taxes have been assessed to date.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twenty-seventh *day of* December *in the year of our Lord one thousand nine hundred and* eighty-eight.

Michael Harkins, Secretary of State

FORM 122

UCS

State of Delaware

RE[illegible]ED FOR RECO[illegible]
'90 JUN -7 A9:15
EVELYN T. ALEMAR
RECORDER

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF POLYGRAM INTERNATIONAL, INC. FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 1990, AT 9 O'CLOCK A.M.

: : : : : : : : : : :

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
1835 1793 1970
DELAWARE

Michael Harkins, Secretary of State

AUTHENTICATION: 2673775

DATE: 06/01/1990

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/31/1990
901515210 - 2178196

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

POLYGRAM INTERNATIONAL, INC.

PolyGram International, Inc., a Delaware corporation, hereby certifies as follows:

FIRST. The Board of Directors of said corporation duly adopted a resolution setting forth and declaring advisable the amendment of Article First of the certificate of incorporation of said corporation so that, as amended, said Article shall read as follows:

"FIRST. The name of the corporation is PolyGram Publishing, Inc."

SECOND. In lieu of a vote of stockholders, written consent to the foregoing amendment has been given by the holder of all of the outstanding stock entitled to vote thereon in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware; and such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

3877C/1

MAY 15 '90 12:24 FROM POLYGRAM NEW YORK PAGE.02

** TOTAL PAGE.005

BK 1025 0682

IN WITNESS WHEREOF, PolyGram International, Inc. has caused this certificate to be signed by David Kockman, its President, and attested by Peter Dordal, its Secretary, on this 21st day of May, 1990.

POLYGRAM INTERNATIONAL, INC.

By _____
David Kockman, President

Attest:

By _____
Peter Dordal, Secretary

3877C/2

MAY 15 '90 12:04 FROM POLYGRAM NEW YORK PAGE.005

State of Delaware

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF POLYGRAM INTERNATIONAL, INC. FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 1990, AT 9 O'CLOCK A.M.

Michael Harkins, Secretary of State

AUTHENTICATION: 2673776

DATE: 06/01/1990

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

POLYGRAM INTERNATIONAL, INC.

PolyGram International, Inc., a Delaware corporation, hereby certifies as follows:

FIRST. The Board of Directors of said corporation duly adopted a resolution setting forth and declaring advisable the amendment of Article First of the certificate of incorporation of said corporation so that, as amended, said Article shall read as follows:

> "FIRST. The name of the corporation is PolyGram Publishing, Inc."

SECOND. In lieu of a vote of stockholders, written consent to the foregoing amendment has been given by the holder of all of the outstanding stock entitled to vote thereon in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware; and such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

3877C/1

IN WITNESS WHEREOF, PolyGram International, Inc. has caused this certificate to be signed by David Hockman, its President, and attested by Peter Dordal, its Secretary, on this 21st day of May, 1990.

POLYGRAM INTERNATIONAL, INC.

By _____
David Hockman, President

Attest:

By _____
Peter Dordal, Secretary

Delaware

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 AMENDMENT OF "POLYGRAM PUBLISHING, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF OCTOBER, A.D. 2004, AT 6:17 O'CLOCK P.M.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2178196 8100

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AUTHENTICATION: 3391597

DATE: 10-05-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:23 PM 10/04/2004
FILED 06:17 PM 10/04/2004
SRV 040717443 - 2178196 FILE

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION OF

POLYGRAM PUBLISHING, INC.

PolyGram Publishing, Inc., 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 Board of Directors of said corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

> RESOLVED, that the Certificate of Incorporation of PolyGram Publishing, Inc. be amended by changing Article FOURTH thereof so that said Article shall be and read as follows:
>
> "FOURTH. The total number of shares that the corporation shall have authority to issue is five thousand (5,000) shares of Common Stock, and the par value of each of such shares is one dollar ($1.00)."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder gave written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Laws of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said PolyGram Publishing, Inc. has caused this certificate to be signed by Michael Ostroff its Executive Vice President, this October 4, 2004.

POLYGRAM PUBLISHING, INC.

By: _____
Michael Ostroff

PolyGram Publishing, Inc. - Certificate of Amendment.doc

P.02/02

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