

06-29-1998

VER SHEET ONLY U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100749116

JUN 25 1998

Tab settings

To the Honorable Commission

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

BLOCKBUSTER MUSIC RETAIL, INC.

- Individual(s)
- General Partnership
- Corporation-State TEXAS
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name BLOCKBUSTER MUSIC RETAIL, INC.

Internal Address: Viacom Inc.

Street Address: 1515 Broadway

City: New York State: NY ZIP: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: MARCH 31, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,393,547

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sidelle Brauzer Illion

Internal Address: Blockbuster

Street Address: 1201 Elm Street

Telephone: 800-224-2677

City: Dallas State: TX ZIP: 75270

6. Total number of applications and registrations involved

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-2833

(Attach duplicate copy of this page if paying by deposit account)

06/25/1998 INDIAN 00000102 022833 1393547

DO NOT USE THIS SPACE

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sidelle Brauzer Illion

Name of Person Signing

Sidelle Brauzer Illion
Signature

June 24, 1998

Date

Total number of pages including cover sheet, attachments, and document:

17

Int. Cls.: 41 and 42

Prior U.S. Cls.: 101 and 107

United States Patent and Trademark Office **Reg. No. 1,393,547**
Registered May 13, 1986

**SERVICE MARK
PRINCIPAL REGISTER**



SOUND WAREHOUSE, INC. (DELAWARE CORPORATION)
10911 PETAL STREET
DALLAS, TX 75238

FOR: RENTAL OF AUDIO AND VIDEO SOFTWARE AND HARDWARE, IN CLASS 41 (U.S. CL. 107).

FIRST USE 1-1-1972; IN COMMERCE 1-1-1972.

FOR: RETAIL PHONOGRAPH RECORDS, AUDIO AND VIDEO SOFTWARE AND HARDWARE, ENTERTAINMENT-ORIENTED

BOOKS, MAGAZINES, GIFT ITEMS AND THE LIKE STORE SERVICES, IN CLASS 42 (U.S. CL. 101).

FIRST USE 1-1-1972; IN COMMERCE 1-1-1972.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "WAREHOUSE", APART FROM THE MARK AS SHOWN.

SER. NO. 547,166. FILED 7-10-1985.

MARTIN MARKS, EXAMINING ATTORNEY

BLOCKBUSTER MUSIC RETAIL, INC.
(a Texas corporation)
AND
BLOCKBUSTER MUSIC RETAIL, INC.
(a Delaware corporation)

STATE OF TEXAS
JUN 18 1997
Corporations Section

To the Secretary of State
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation with and into the foreign corporation

1 The names of the constituent corporations are Blockbuster Music Retail, Inc ("Blockbuster Texas"), which is a business corporation organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act, and Blockbuster Music Retail, Inc ("Blockbuster Delaware"), which is a business corporation organized under the laws of the State of Delaware

2 Annexed hereto and made a part hereof is the Plan of Merger for merging Blockbuster Texas with and into Blockbuster Delaware as approved by the directors and the shareholders of the said constituent corporations

3 The number of shares of Blockbuster Texas which were outstanding at the time of the approval of the Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is 7,002, all of which are of one class

4 The approval of the Plan of Merger by the shareholders of Blockbuster Texas was by written consent, which has been given in accordance with the provisions of Article 9 10 of the Texas Business Corporation Act, and any written notice required by that Article has been given

5 The approval of the Plan of Merger was duly authorized by all action required by the laws under which Blockbuster Delaware was incorporated and by its constituent documents


6 Blockbuster Delaware will continue to exist as the surviving corporation under the name Blockbuster Music Retail, Inc pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws

Executed on March 31, 1997

Blockbuster Music Retail, Inc

By 
Its President

Blockbuster Music Retail, Inc

By 
Its President

AGREEMENT AND PLAN OF MERGER
OF
BLOCKBUSTER MUSIC RETAIL, INC.
(a Texas corporation)
(TMR)
BLOCKBUSTER MUSIC RETAIL, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on March 31, 1997, by and between Blockbuster Music Retail Inc. ("Blockbuster Texas") a business corporation organized under the laws of the State of Texas, and approved by resolution adopted by its Board of Directors on said date, and entered into on March 31, 1997, by Blockbuster Music Retail Inc. ("Blockbuster Delaware"), a business corporation organized under the laws of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date

WHEREAS Blockbuster Texas is a business corporation of the State of Texas, with its principal office therein located at 1201 Elm Street, City of Dallas, County of Dallas, Texas; and

WHEREAS, the total number of shares of stock which Blockbuster Texas has authority to issue is ten thousand (10,000) all of which are of one class and of a par value of \$2.00 each, and

WHEREAS, Blockbuster Delaware is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle, and

WHEREAS, the total number of shares of stock which Blockbuster Delaware has authority to issue is ten thousand (10,000) all of which are of one class and of a par value of \$2.00 each, and

WHEREAS, the Texas Business Corporation Act permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction, and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Blockbuster Texas and Blockbuster Delaware and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Blockbuster Texas with and into Blockbuster Delaware pursuant to the provisions of the Texas Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Blockbuster Texas and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Blockbuster Delaware and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Blockbuster Texas and Blockbuster Delaware shall, pursuant to the provisions of the Texas Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Blockbuster Delaware, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under the name Blockbuster Music Retail, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Blockbuster Texas, which is sometime hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Texas Business Corporation Act.

2 The Certificate of Incorporation of the Surviving Corporation, as in effect at the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation, as amended to reflect the change of name, until thereafter amended as provided by law.

3 The By-laws of the Surviving Corporation, as in effect on the Effective Date shall be the By-laws of the Surviving Corporation until amended as therein provided.

4 The officers and directors of the Surviving Corporation on the Effective Date shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5 At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each remaining outstanding share of Common Stock of the Terminating Corporation shall be converted into one validly issued, fully paid and nonassessable share of Common Stock of the Surviving Corporation.

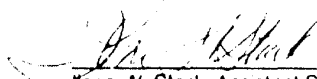
6 In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Texas Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Texas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts with the State of Texas and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7 The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.


8 Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Texas

9 The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be upon the filing by the Secretary of State of the State of Delaware

IN WITNESS WHEREOF, on this 31st day of March, 1997, in the City of New York, in the State of New York, the undersigned does hereby declare under the penalty of perjury that he signed this Plan and Agreement of Merger in his official capacities as set forth beneath his signatures, and that the statements set forth in said Plan of Merger are true of his own knowledge


Ilene W. Stack, Assistant Secretary of
Blockbuster Music Retail, Inc


Michael D. Fricklas, Senior Vice President of
Blockbuster Music Retail, Inc


Ilene W. Stack, Assistant Secretary of
Blockbuster Music Retail, Inc


Michael D. Fricklas, Senior Vice President of
Blockbuster Music Retail, Inc

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER MUSIC RETAIL, INC.

The undersigned, being the Assistant Secretary of Blockbuster Music Retail, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated March 31, 1997



Jene W. Stack, Assistant Secretary of
Blockbuster Music Retail, Inc



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

BLOCKBUSTER MUSIC RETAIL, INC.

is, as of this date, in good standing with this office for the purpose of
dissolution under Article 6.01 of the Texas Business Corporation Act, merger,
or withdrawal of an out-of-state corporation, having filed the required
franchise tax reports and paid the franchise tax computed to be due
thereunder through DECEMBER 31, 1997.

This certificate is not valid for the purpose of dissolution under Article 6.06
of the Texas Business Corporation Act or withdrawal of a limited liability
company.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 26TH day of
JUNE, 1997 A.D.

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 003-457-1-

AGREEMENT AND PLAN OF MERGER
OF
BLOCKBUSTER MUSIC RETAIL, INC.
(a Texas corporation)
AND
BLOCKBUSTER MUSIC RETAIL, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on March 31, 1997, by and between Blockbuster Music Retail, Inc. ("Blockbuster Texas"), a business corporation organized under the laws of the State of Texas, and approved by resolution adopted by its Board of Directors on said date, and entered into on March 31, 1997, by Blockbuster Music Retail, Inc. ("Blockbuster Delaware"), a business corporation organized under the laws of the State of Delaware; and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Blockbuster Texas is a business corporation of the State of Texas, with its principal office therein located at 1201 Elm Street, City of Dallas, County of Dallas, Texas; and

WHEREAS, the total number of shares of stock which Blockbuster Texas has authority to issue is ten thousand (10,000) all of which are of one class and of a par value of \$2.00 each; and

WHEREAS, Blockbuster Delaware is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle, and

WHEREAS, the total number of shares of stock which Blockbuster Delaware has authority to issue is ten thousand (10,000) all of which are of one class and of a par value of \$2.00 each; and

WHEREAS, the Texas Business Corporation Act permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Blockbuster Texas and Blockbuster Delaware and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Blockbuster Texas with and into Blockbuster Delaware pursuant to the provisions of the Texas Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Blockbuster Texas and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Blockbuster Delaware and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Blockbuster Texas and Blockbuster Delaware shall, pursuant to the provisions of the Texas Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Blockbuster Delaware, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under the name Blockbuster Music Retail, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Blockbuster Texas, which is sometime hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Texas Business Corporation Act.

2. The Certificate of Incorporation of the Surviving Corporation, as in effect at the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation, until thereafter amended as provided by law.

3. The By-laws of the Surviving Corporation, as in effect on the Effective Date, shall be the By-laws of the Surviving Corporation until amended as therein provided.

4. The officers and directors of the Surviving Corporation on the Effective Date shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each remaining outstanding shares of Common Stock of the Terminating Corporation shall be converted into one validly issued, fully paid and nonassessable share of Common Stock of the Surviving Corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Texas Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Texas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts with the State of Texas and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

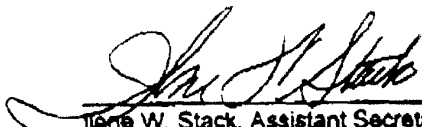
8. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Texas.


9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be upon the filing by the Secretary of State of the State of Delaware

IN WITNESS WHEREOF, on this 31st day of March, 1997, in the City of New York, in the State of New York, the undersigned does hereby declare under the penalty of perjury that he signed this Plan and Agreement of Merger in his official capacities as set forth beneath his signatures, and that the statements set forth in said Plan of Merger are true of his own knowledge.


Irene W. Stack, Assistant Secretary of
Blockbuster Music Retail, Inc


Michael D. Fricklas, Senior Vice President of
Blockbuster Music Retail, Inc. (TEXAS)



Irene W. Stack, Assistant Secretary of
Blockbuster Music Retail, Inc


Michael D. Fricklas, Senior Vice President of
Blockbuster Music Retail, Inc. (DELAWARE)

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER MUSIC RETAIL, INC.

The undersigned, being the Assistant Secretary of Blockbuster Music Retail, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: March 31, 1997


Gene W. Stack, Assistant Secretary of
Blockbuster Music Retail, Inc. (DELAWARE)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:
"BLOCKBUSTER MUSIC RETAIL, INC.", A TEXAS CORPORATION,
WITH AND INTO "BLOCKBUSTER MUSIC RETAIL, INC." UNDER THE NAME OF "BLOCKBUSTER MUSIC RETAIL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

2734432 8100M

981232749



Edward J. Freel
Secretary of State

9145633

06-17-98

TRADEMARK

REEL: 1745 FRAME: 0589



The State of Texas

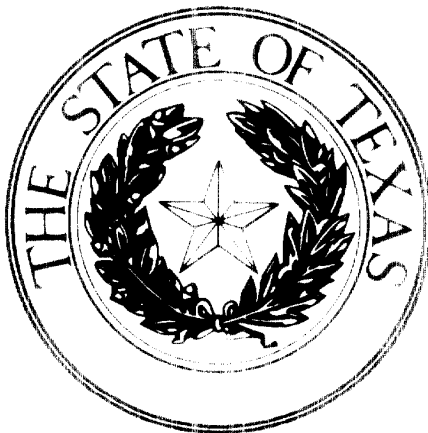
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

BLOCKBUSTER MUSIC RETAIL, INC.
FILE NO. 337577

ARTICLES OF MERGER

JUNE 26, 1997



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 17, 1998.

Alberto R. Gonzales
TRADEMARK
Secretary of State

~~BAM~~

RECORDED: 06/25/1998

REEL: 1745 FRAME: 0590