

06-29-1998

RECEIVED DEPARTMENT OF COMMERCE Patent and Trademark Office



100749115

RECEIVED JUN 25 1998

Tab settings

To the Honorable Commissioner of

attached original documents or copy thereof

1. Name of conveying party(ies):

SOUND WAREHOUSE, INC.

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

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 Texas, 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: May 26, 1994

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)

DO NOT USE THIS SPACE

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

Signature of Sidelle Brauzer Illion

June 24, 1998 Date

Total number of pages including cover sheet, attachments, and document: 8

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

Sound Warehouse, Inc. a corporation duly organized and existing under and by virtue of the Texas Business Corporation Act (the "Corporation").

DOES HEREBY CERTIFY:

**FIRST:** That the sole shareholder of said corporation adopted a resolution on May 26, 1994 proposing and declaring advisable the following amendment to the Articles of Incorporation of the Corporation:

**RESOLVED**, that the Articles of Incorporation of Sound Warehouse, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is, Blockbuster Music Retail, Inc."


**SECOND:** That in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of the laws of the State of Texas.


**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of the laws of the State of Texas.

**FOURTH:** That the number of shares outstanding, and the number of shares entitled to vote on the amendment, are 1,002 shares of common stock, \$2.00 par value.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by Gerald W. B. Weber, its President, and Thomas W. Hawkins, its Secretary this 26th day of May, 1994.

SOUND WAREHOUSE, INC.  
a Texas corporation

Attest:   
Thomas W. Hawkins  
Its: Secretary

By:   
Gerald W. B. Weber  
Its: President

CONSENT

To the Secretary of State  
of the State of Texas

I, Thomas W. Hawkins, Sr. Vice President of BLOCKBUSTER MUSIC PLUS,  
INC., a corporation organized under the laws of Delaware and qualified to transact business in  
the state of Texas, do hereby certify that

Sound Warehouse, Inc. has full authority to the use of the name  
"Blockbuster Music Retail, Inc.", or any part thereof, pursuant to  
its Articles of Incorporation currently on file with the Texas  
Secretary of State's office.

Dated June 7, 1994.

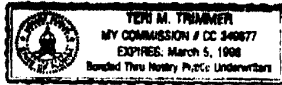
BLOCKBUSTER MUSIC PLUS, INC.

By: Thomas W. Hawkins  
Thomas W. Hawkins, Sr. Vice President

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

Personally appeared before me the above-named Thomas W. Hawkins, Sr. Vice President  
of Blockbuster Music Plus, Inc. and made oath that the foregoing statement is true.

(SEAL)

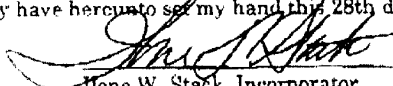


Teri M. Trimmer  
NOTARY PUBLIC

Dated: June 7, 1994

CERTIFICATE OF INCORPORATION  
OF  
Blockbuster Music Retail, Inc.

1. The name of the Corporation is **Blockbuster Music Retail, Inc.**
  2. The address of its registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805-1297. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.
  3. The nature of the business or purposes to be conducted or promoted is To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
  4. The total number of shares of stock which the Corporation shall have authority to issue is Ten Thousand (10,000). All such shares are to have \$2.00 par value.
  5. The name and mailing address of the incorporator is as follows:  
Hene W. Stack, 1515 Broadway, Law Department, New York, New York 10036-5794
  6. The Corporation is to have perpetual existence.
  7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.
  8. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.
  9. The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.
  10. The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
  11. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
- I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 28th day of March 1997.

  
Hene W. Stack, Incorporator

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 INCORPORATION OF "BLOCKBUSTER MUSIC RETAIL, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

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06-17-98

TRADEMARK

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# The State of Texas

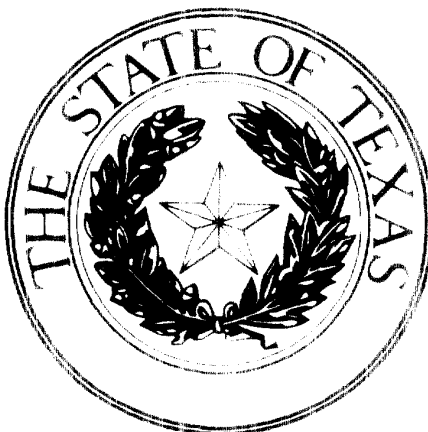
SECRETARY OF STATE

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.  
FORMERLY: SOUND WAREHOUSE, INC.  
FILE NO. 337577**

ARTICLES OF AMENDMENT

JUNE 7, 1994



*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  
Secretary of State

*BAM*

RECORDED: 06/25/1998

TRADEMARK  
REEL: 1749 FRAME: 0120