

07-27-1998



To the Honorable Commissioner of Pa

Attached original documents or copy hereof.

100776218

1. Name of conveying party(ies):

R.A.C. Holdings, Inc.

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

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

2. Name and address of receiving party(ies):

Name: The Discovery Channel Store, Inc.
Address: _____

7700 Wisconsin Avenue
City: Bethesda State: MD Zip: 20814

- 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) & addresses attached?

Yes No

3. Nature of conveyance:

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

Execution Date: May 26, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

1, 894,408

Additional Numbers attached? Yes No

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

Name: J. Allison Strickland

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 633 Third Ave.

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 1

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

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

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

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01 FC:481

40.00 OF

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.

J. Allison Strickland
Name of Person Signing

J Allison Strickland 7-9-98
Signature Date

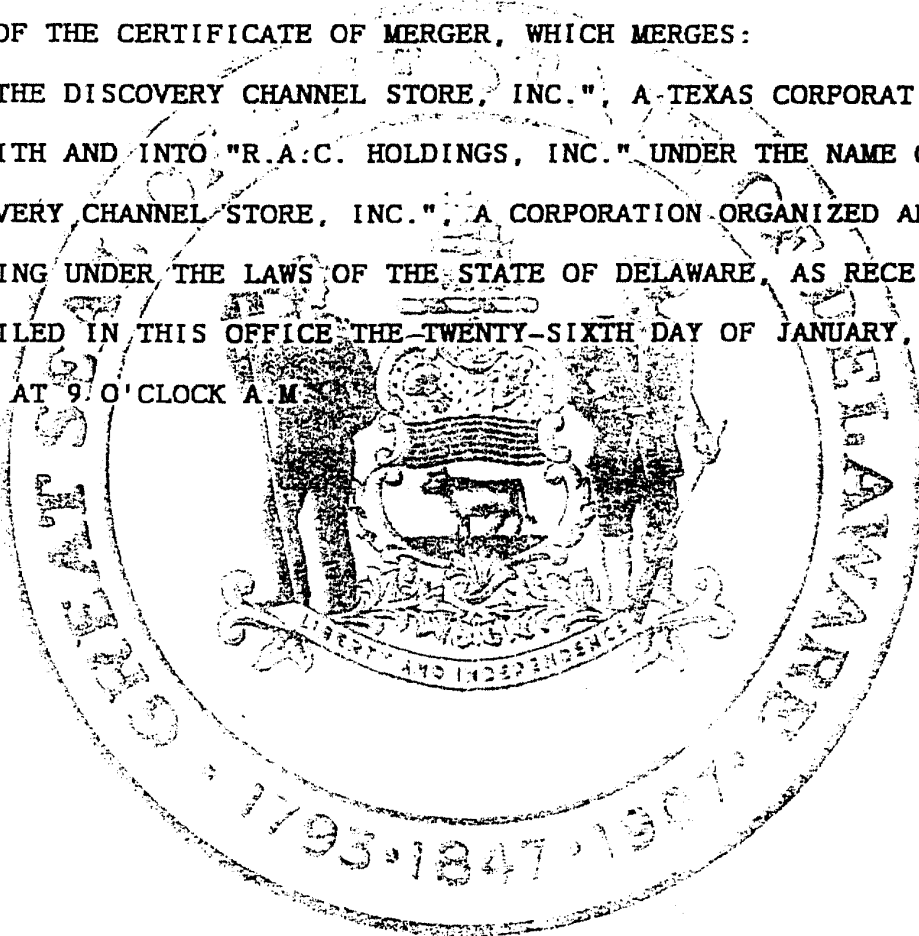
Total number of pages comprising cover sheet: _____

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 MERGER, WHICH MERGES:

"THE DISCOVERY CHANNEL STORE, INC.", A TEXAS CORPORATION, WITH AND INTO "R.A.C. HOLDINGS, INC." UNDER THE NAME OF "THE DISCOVERY CHANNEL STORE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2497838 8100M
960158844

AUTHENTICATION:
DATE: 7968732
TRADEMARK 05-31-96
REEL: 1758 FRAME: 0814

CERTIFICATE OF MERGER
OF
THE DISCOVERY CHANNEL STORE, INC.
WITH AND INTO
R.A.C. HOLDINGS, INC.

Pursuant to Section 252 of the
General Corporation Law of Delaware

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law does hereby certify as follows:

FIRST: The name and the state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
R.A.C. Holdings, Inc.	Delaware
The Discovery Channel Store, Inc.	Texas

SECOND: A Plan of Merger between the constituent entities to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The surviving corporation of the merger (the "Surviving Corporation") is "R.A.C. Holdings, Inc.", a Delaware corporation and the name of the Surviving Corporation is to be changed to "The Discovery Channel Store, Inc." effective as of the Merger.

FOURTH: The Plan of Merger provides that the certificate of incorporation of R.A.C. Holdings, Inc., a Delaware corporation, shall be amended to change the name of such corporation to "The Discovery Channel Store, Inc." and shall otherwise continue in full force and effect in all other ways, as in effect immediately prior to the Merger, as the certificate of incorporation of the surviving corporation.

FIFTH: The executed Plan of Merger is on file at the principal place of business of The Discovery Channel Store, Inc. at 15046 Beltway Drive, Dallas, Texas 75244.

SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of either constituent corporation.

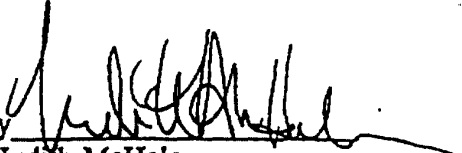
SEVENTH: The authorized capital stock of The Discovery Channel Store, Inc., a Texas corporation, is 1,000 shares of common stock, par value \$0.01 per share.

EIGHTH: The authorized capital stock of R.A.C. Holdings, Inc., a Delaware corporation, is 1,000 shares of common stock, par value \$0.01 per share.

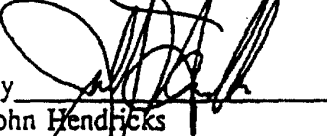
NINTH: The applicable provisions of the laws of the jurisdiction of organization of R.A.C. Holdings, Inc., a Delaware corporation, relating to the merger of The Discovery Channel Store, Inc., a Texas corporation, with and into R.A.C. Holdings, Inc., a Delaware corporation, will have been complied with upon compliance with any of the filing and recording requirements thereof.

IN WITNESS WHEREOF, R.A.C. Holdings, Inc., a Delaware corporation,
has caused this Certificate of Merger to be signed by John Hendricks, its President, and
attested by Judith McHale, its Secretary, on May 26, 1995.

ATTEST:

By 
Judith McHale
Secretary

R.A.C. HOLDINGS, INC.
A Delaware corporation

By 
John Hendricks
President



07-09-1998

FROSS ZELNICK LEHRMAN & ZISSU, P.C.

ALLAN ZELNICK
OF COUNSEL

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RONALD J. LEHRMAN
STEPHEN BIGGER
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MICHELLE P. FOXMAN
ROBERT A. BECKER
DAVID A. COHEN

July 9, 1998

Assistant Commissioner for
Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attn: Assignment Branch

"Express Mail" mailing label no. 522 383 190
Date of Deposit... 7/9/98

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513

TRICIA S. DISSON
.....
(Printed name of person mailing paper or fee)

.....
(Signature)

- Re: Recordal of Merger against U.S. Trademark
Reg. No. 1,894,408 for DISCOVERY & Design
- 1) From: The Discovery Channel Store, Inc. (Texas Corp.)
Into: R.A.C. Holdings, Inc. (Delaware Corp.)
- and -
 - 2) Recordal of Change of Name
From: R.A.C. Holdings, Inc. (Delaware Corp.)
To : The Discovery Channel Store, Inc. (Delaware Corp.)
(Our Ref: DCE USA TT-95/07480)

Dear Sirs:

Please record the enclosed Merger and change of name document against the above U.S. trademark registration.

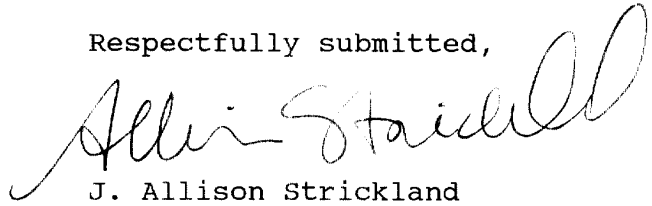
For this purpose we enclose the following:

1. Copy of Certificate of Merger and Change of Name
2. Our check in the amount of \$80.00 for filing fees
3. Recordation form cover sheets

Should the enclosed fee be insufficient, or should any additional fees be required in future in connection with this registration, please charge our deposit Account No. 23-0825-0576900 with any deficiency.

We look forward to receiving confirmation that the merger and change of name have been duly recorded.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Allison Strickland". The signature is written in black ink and is positioned above the printed name.

J. Allison Strickland

JAS/PB
Enclosure