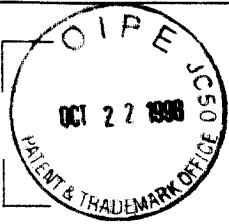


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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



10-28-1998

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Patent and Trademark Office
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type **28**

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
09/29/94

Conveying Party

Mark if additional names of conveying parties attached

Name Blockbuster Entertainment Corporation

Execution Date
Month Day Year
10 21 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Viacom Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1515 Broadway

Address (line 2) _____

Address (line 3) New York City New York, USA Zip Code 10036

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to: 0003
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Michelena Hallie

Name of Person Signing



Signature

OCTOBER 21 1998

Date Signed

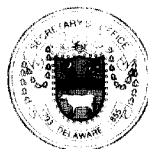
State of Delaware
Office of the Secretary of State

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:

"BLOCKBUSTER ENTERTAINMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "VIACOM INC." UNDER THE NAME OF "VIACOM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1994, AT 11:50 O'CLOCK A.M.



2106821 8100M

981394774

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9351123

DATE: 10-13-98

TRADEMARK
REEL: 1766 FRAME: 0005

**CERTIFICATE OF MERGER
MERCING
BLOCKBUSTER ENTERTAINMENT CORPORATION
WITH AND INTO
VIACOM INC.**

Pursuant to Section 251 of the
Delaware General Corporation Law

The undersigned, being the Executive Vice President, General Counsel and Chief Administrative Officer of Viacom Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Viacom"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That the name of and the state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Blockbuster Entertainment Corporation	Delaware
Viacom Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of January 7, 1994, as amended as of June 15, 1994 (the "Merger Agreement"), between Blockbuster Entertainment Corporation ("Blockbuster") and Viacom has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That Viacom shall be the surviving corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of Viacom will be the certificate of incorporation of the Surviving Corporation.

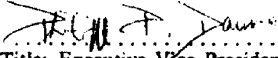
FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

200 Elm Street
Dedham, Massachusetts 02026

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

IN WITNESS WHEREOF, Viacom has caused this Certificate of Merger to be signed by Philippe P. Dauman, its Executive Vice President, General Counsel and Chief Administrative Officer, and attested by Lawrence Rubin, its Assistant Secretary, this 29th day of September, 1994.

VIACOM INC.

By: 
Title: Executive Vice President,
General Counsel and
Chief Administrative Officer

ATTEST:

Assistant Secretary