

FORM PTO-1618A
Expires 08/02/99
OMB 0851-0027

10-28-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

MPP
10-22-98



100803106

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 # 1266 Frame # 0035

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other Corrective sheet to cancel recordal of ASSE. against S/N 747456,067

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
9 of Feb 1266 Frame Execution Date 10/21/98

Name Blockbuster Entertainment Corporation

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/AK/A/T/A _____

Composed of _____

Address (line 1) 1515 Broadway

Address (line 2) _____

Address (line 3) New York NY 10036
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- 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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FORM PTO-1618B
Expires 08/30/98
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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) | | |
|---------------------------------|----------------------|----------------------|--------------------------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1131418"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

Sidelle B. Illion

October 28, 1998

Name of Person Signing

Signature

Date Signed

40.00 - 481

4050 - 482

D

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

Tab settings □□□ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Blockbuster Entertainment Corporation

200 South Andrews Avenue
Fort Lauderdale, Florida 33301

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: VIACOM INC.

Internal Address: _____

Street Address: 1515 Broadway

City: New York State: NY ZIP: 10036

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

REEL 266 FRAME 035
TRADEMARK

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE "B"

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE "A"

Additional numbers attached? Yes No

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

Name: Sidelle Brauzer

Internal Address: Blockbuster Entertainment Group, a division of Viacom Inc.

Street Address: 200 South Andrews Avenue

City: Ft. Lauderdale State: FL ZIP: 33301

6. Total number of applications and registrations involved: 163

7. Total fee (37 CFR 3.41).....\$ 4090.00

- Enclosed
- Authorized to be charged to deposit account if additional fees are required.

8. Deposit account number:

02-3822

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

150 TD 01/09/95 1131418

150 ID 01/09/95 1131418

DO NOT USE THIS SPACE

0 481 40.00 CK

0 482 4,050.00 CK

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.

Cecelia Dempsey

Name of Person Signing

Cecelia M. Dempsey

Signature

89188499

December 5, 1994

Date

Total number of pages including cover sheet, attachments, and documents: 1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20221

TRADEMARK

NAME: 0293

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BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 1
UNITED STATES TRADEMARK REGISTRATIONS
SCHEDULE "A"

| MARK | REG. NO. | GRANTED |
|---|-----------|----------|
| BLOCKBUSTER | 1,131,418 | 02/26/80 |
| MAJOR VIDEO | 1,398,911 | 06/24/86 |
| BLOCKBUSTER VIDEO & Design | 1,413,706 | 10/14/86 |
| BLOCKBUSTER VIDEO | 1,424,341 | 01/06/87 |
| CHARTBUSTERS | 1,471,718 | 01/05/88 |
| LE-BAD CINEMA | 1,471,719 | 01/05/88 |
| BLOCKBUSTER | 1,491,589 | 06/07/88 |
| APPLAUSE VIDEO | 1,498,061 | 07/26/88 |
| WOW! WHAT A DIFFERENCE | 1,540,956 | 05/23/89 |
| BLOCK-BUSTERS | 1,542,484 | 06/06/89 |
| STOPPER & Design | 1,545,726 | 06/27/89 |
| REWIND & Design | 1,545,727 | 06/27/89 |
| SLO-MO & Design | 1,545,728 | 06/27/89 |
| PLAYER & Design | 1,545,729 | 06/27/89 |
| BLOCKBUSTER VIDEO & Design (W/COLOR) | 1,545,730 | 06/27/89 |
| PORTA-PLAYER | 1,553,293 | 08/22/89 |
| BLOCKBUSTER KIDS | 1,575,714 | 01/02/90 |
| PAUSE & Design | 1,578,172 | 01/16/90 |
| BELIEVE IN US MUSIC + PLUS & Design | 1,578,373 | 01/16/90 |

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TRADEMARK

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 2
UNITED STATES TRADEMARK REGISTRATIONS
SCHEDULE "A"

| MARK | REG. NO. | GRANTED |
|--|-----------|----------|
| MUSIC PLUS & Design | 1,580,778 | 01/30/90 |
| QUIK DROP | 1,591,360 | 04/10/90 |
| BLOCKBUSTER VIDEO MAGAZINE | 1,591,999 | 04/17/90 |
| BLAZING FLIPPERS | 1,596,869 | 05/15/90 |
| WOW! WHAT A DIFFERENCE | 1,600,084 | 06/05/90 |
| CHARTBUSTERS | 1,600,087 | 06/05/90 |
| YOUTH RESTRICTED VIEWING | 1,600,094 | 06/05/90 |
| BLOCKBUSTER KIDS | 1,601,492 | 06/12/90 |
| BLOCKBUSTER VIDEO & Design | 1,601,597 | 06/12/90 |
| BLOCKBUSTER | 1,601,598 | 06/12/90 |
| SLO-MO & Design | 1,601,604 | 06/12/90 |
| BLOCKBUSTER VIDEO | 1,603,163 | 06/19/90 |
| LE-BAD CINEMA | 1,605,133 | 07/03/90 |
| PLAYER & Design | 1,605,145 | 07/03/90 |
| REWIND & Design | 1,605,146 | 07/03/90 |
| AMERICA'S FAMILY VIDEO STORE | 1,606,783 | 07/17/90 |
| TICKET DESIGN (BLUE) | 1,607,738 | 07/24/90 |
| TICKET DESIGN (YELLOW) | 1,607,739 | 07/24/90 |
| YOUTH RESTRICTED VIEWING & Design (17-Plus) | 1,611,593 | 08/28/90 |

REEL 1266 FRAME 37
TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK
REEL: 1767 FRAME: 0295

UNITED STATES TRADEMARK REGISTRATIONSSCHEDULE "A"

| MARK | REG. NO. | GRANTED |
|--|-----------|----------|
| STOPPER & Design | 1,614,418 | 09/18/90 |
| TICKET DESIGN (BLACK & WHITE) | 1,618,072 | 10/16/90 |
| TICKET DESIGN (BLACK & WHITE) | 1,623,086 | 11/13/90 |
| BLOCKBUSTER VIDEO & Design (W/COLOR) | 1,630,441 | 01/01/91 |
| BLOCKBUSTER KIDS & Design | 1,637,878 | 03/12/91 |
| BLOCKBUSTER KIDS & Design | 1,652,678 | 07/30/91 |
| BLOCKBUSTER BOWL & Design (FOOTBALL DESIGN) | 1,662,457 | 10/29/91 |
| KIDPRINT | 1,667,226 | 12/03/91 |
| THE GIFT OF ENTERTAINMENT | 1,675,006 | 02/11/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,683,794 | 04/21/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,684,399 | 04/28/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,684,470 | 04/28/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,684,471 | 04/28/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,685,330 | 05/05/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,685,425 | 05/05/92 |

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BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 4
UNITED STATES TRADEMARK REGISTRATIONS
SCHEDULE "A"

| MARK | REG. NO. | GRANTED |
|---------------------------------------|-----------|----------|
| BLOCKBUSTER KIDS RECOMMENDED & Design | 1,689,648 | 05/26/92 |
| BLOCKBUSTER KIDS RECOMMENDED & Design | 1,689,651 | 05/26/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,690,094 | 06/02/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,710,127 | 08/25/92 |
| SHOW US YOUR CARDS AMERICA | 1,714,271 | 09/08/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,717,466 | 09/22/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,718,241 | 09/22/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,718,354 | 09/22/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,720,341 | 09/29/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,720,448 | 09/29/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,721,375 | 10/06/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,721,846 | 10/16/92 |
| BLOCKBUSTER VIDEO & Design (MERCH) | 1,722,027 | 10/06/92 |

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 REEL 1266 FRAME 39

To: Commissioner of Patents and Trademarks

TRADEMARK
 REEL: 1767 FRAME: 0297

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 5
UNITED STATES TRADEMARK REGISTRATIONS
SCHEDULE "A"

| MARK | REG. NO. | GRANTED |
|--|-----------|----------|
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,723,840 | 10/13/92 |
| PROFILE OF CHILD (KIDPRINT) | 1,724,470 | 10/13/92 |
| BLOCKBUSTER VIDEO (MERCHANDISE) | 1,736,470 | 12/01/92 |
| BLOCKBUSTER (POPCORN) | 1,738,553 | 12/08/92 |
| VIDEO-X-TRON | 1,741,771 | 12/22/92 |
| BLOCKBUSTER | 1,771,243 | 05/18/93 |
| BLOCKBUSTER COMMUNITY SERVICE FREE USE & Design | 1,776,812 | 06/15/93 |
| KIDS RECOMMENDED VIEWING | 1,782,296 | 07/13/93 |
| BLOCKBUSTER | 1,802,394 | 11/02/93 |
| BLOCKBUSTER VIDEO (Yellow Letter/Blue Back) | 1,806,588 | 11/23/93 |
| BLOCKBUSTER VIDEO INTERNATIONAL & Design | 1,809,500 | 12/07/93 |
| BLOCKBUSTER BOWL & Design (ITU) | 1,818,576 | 01/25/94 |
| BLOCKBUSTER | 1,821,789 | 02/15/94 |
| BLOCKBUSTER GOLF & GAMES & Design | 1,830,660 | 04/12/94 |
| BLOCKBUSTER GOLF & GAMES & Design | 1,831,705 | 04/19/94 |
| MAKE IT A BLOCKBUSTER NIGHT | 1,852,673 | 09/06/94 |

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 REEL 1266 FRAME 040

To: Commissioner of Patents and Trademarks

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 REEL: 1767 FRAME: 0298

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 6
UNITED STATES TRADEMARK REGISTRATIONS
SCHEDULE "A"

| MARK | REG. NO. | GRANTED |
|---------------------------------------|-----------|----------|
| BLOCKBUSTER PAVILION | 1,853,918 | 09/13/94 |
| BLOCKBUSTER PAVILION | 1,854,919 | 09/20/94 |
| BLOCKBUSTER ENTERTAINMENT GUIDE | 1,856,021 | 09/27/94 |
| BLOCKBUSTER ENTERTAINMENT | 1,857,982 | 10/11/94 |
| BLOCKBUSTER ENTERTAINMENT & Design | 1,858,954 | 10/18/94 |

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REEL 1266 FRAME 41

To: Commissioner of Patents and Trademarks

TRADEMARK
REEL: 1767 FRAME: 0299

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 1
UNITED STATES TRADEMARK APPLICATIONS
SCHEDULE "B"

| MARK | SERIAL NO. | DATE FILED |
|---|------------|------------|
| BLOCKBUSTERS | 74/064,894 | |
| BLOCKBUSTER (ITU) | 74/146,767 | 03/11/91 |
| BLOCKBUSTER VIDEO | 74/232,292 | 08/09/93 |
| BLOCKBUSTER | 74/295,945 | 07/20/92 |
| CLOCKBUSTERS | 74/363,747 | 03/02/93 |
| BLOCKBUSTER MUSIC (ITU) | 74/375,146 | 04/05/93 |
| BLOCKBUSTER ENTERTAINMENT (ITU) | 74/375,147 | 04/05/93 |
| BLOCKBUSTER MUSIC (ITU) | 74/375,148 | 04/05/93 |
| BLOCKBUSTER ENTERTAINMENT (ITU) | 74/375,149 | 04/05/93 |
| BLOCKBUSTER MUSIC (ITU) | 74/388,190 | 05/10/93 |
| BLOCKBUSTER MUSIC (ITU) | 74/388,191 | 05/13/93 |
| BLOCKBUSTER ENTERTAINMENT & Design (ITU) | 74/388,192 | 05/10/93 |
| BLOCKBUSTER ENTERTAINMENT & Design (ITU) | 74/388,193 | 05/03/93 |
| BLOCKBUSTER GOLF & GAMES & Design | 74/411,005 | 07/12/93 |
| BLOCKBUSTER GOLF & GAMES Design | 74/411,008 | 07/12/93 |
| BLOCKBUSTER GAMES ARENA & Design (ITU) | 74/425,192 | 08/16/02 |

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TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK
REEL: 1767 FRAME: 0300

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 2
UNITED STATES TRADEMARK APPLICATIONS
SCHEDULE "B"

| MARK | SERIAL NO. | DATE FILED |
|-------------------------------------|------------|------------|
| BLOCKBUSTER | 74/426,588 | 08/20/93 |
| MARQUEE (ITU) | 74/426,589 | 08/20/93 |
| BLOCKBUSTER VIDEO & Design | 74/444,622 | 10/06/93 |
| BLOCKBUSTER (ITU) | 74/452,130 | 10/25/93 |
| APPLAUSE VIDEO & Design | 74/456,067 | 12/08/83 |
| BB-VIDEO | 74/456,371 | 11/03/93 |
| BB-VIDEO | 74/456,372 | 11/03/93 |
| SOUNDOFF | 74/461,596 | 11/15/93 |
| BUTTONS | 74/461,597 | 11/15/93 |
| BLOCKBUSTER | 74/471,836 | 12/17/93 |
| BLOCKBUSTER VIDEO & Design | 74/471,847 | 12/17/93 |
| BLOCKBUSTER MUSIC & Design (ITU) | 74/471,848 | 12/17/93 |
| BLOCKBUSTER MUSIC & Design (ITU) | 74/471,849 | 12/17/93 |
| BLOCKBUSTER MUSIC PLUS & Design | 74/472,263 | 12/20/93 |
| BLOCKBUSTER MUSIC PLUS & Design | 74/472,264 | 12/20/93 |

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REEL 1266 FRAME 043

To: Commissioner of Patents and Trademarks

TRADEMARK
 REEL: 1767 FRAME: 0301

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 3
UNITED STATES TRADEMARK APPLICATIONS
SCHEDULE "B"

| MARK | SERIAL NO. | DATE FILED |
|--|------------|------------|
| MUSIC PLUS | 74/472,265 | 02/20/93 |
| BLOCKBUSTER GOLF & GAMES & Design | 74/482,507 | 01/21/94 |
| BLOCKBUSTER | 74/483,719 | 01/28/94 |
| BLOCKBUSTER | 74/483,720 | 01/28/94 |
| BLOCKBUSTER VIDEO & Design | 74/483,721 | 01/28/94 |
| BLOCKBUSTER VIDEO & Design | 74/483,722 | 01/28/94 |
| BLOCKBUSTER WORLD GAME Design (ITU) | 74/490,987 | 02/16/94 |
| BLOCKBUSTER WORLD GAME Design (ITU) | 74/490,988 | 02/16/94 |
| BLOCKBUSTER WORLD GAME Design (ITU) | 74/490,989 | 02/16/94 |
| BLOCKBUSTER GAMES (ITU) | 74/503,794 | 03/21/94 |
| DRIVE-IN | 74/503,934 | 03/17/94 |
| TAKE 10 (ITU) | 74/505,225 | 03/25/94 |
| THE STORE THAT LETS YOU PLAY (ITU) | 74/505,253 | 03/25/94 |
| TAKE 10 (ITU) | 74/505,254 | 03/25/94 |
| BLOCK PARTY (ITU) | 74/511,711 | 04/12/94 |
| BLOCKBUSTER GAMES (ITU) | 74/511,887 | 04/13/94 |
| BLOCK PARTY (ITU) | 74/516,076 | 04/12/94 |

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REEL 1266 FRAME 044

To: Commissioner of Patents and Trademarks

TRADEMARK
 REEL: 1767 FRAME: 0302

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 4
UNITED STATES TRADEMARK APPLICATIONS
SCHEDULE "B"

| MARK | SERIAL NO. | DATE FILED |
|--------------------------------------|------------|------------|
| BLOCK PARTY (ITU) | 74/516,077 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,078 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,079 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,080 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,081 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,082 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,083 | 04/12/94 |
| THE BREAKROOM (ITU) | 74/516,084 | 04/12/94 |
| BLOCK PARTY (ITU) | 74/516,085 | 04/12/94 |
| VIRTUA ALLEY (ITU) | 74/516,086 | 04/12/94 |
| SOUP'ER BLOOPERS (ITU) | 74/516,087 | 04/12/94 |
| INFOMANIA (ITU) | 74/516,088 | 04/12/94 |
| GO MOTION (ITU) | 74/516,089 | 04/12/94 |
| THE BREAKROOM (ITU) | 74/516,090 | 04/12/94 |
| ALARM'N STUFF (ITU) | 74/516,665 | 04/25/94 |
| WHERE THE CHALLENGE NEVER ENDS (ITU) | 74/523,032 | 05/02/94 |
| EXPLORER DECK | 74/534,331 | 06/07/94 |
| EXCHANGE DECK (ITU) | 74/535,084 | 06/07/94 |
| POWER GRID (ITU) | 74/535,085 | 06/07/94 |

REEL 1266 FRAME 045
TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK
REEL: 1767 FRAME: 0303

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 5
UNITED STATES TRADEMARK APPLICATIONS
SCHEDULE "B"

| MARK | SERIAL NO. | DATE FILED |
|---|------------|------------|
| THE TUBE (ITU) | 74/535,086 | 06/07/94 |
| GET READY TO TAKE ON THE WORLD (ITU) | 74/535,087 | 06/07/94 |
| BLOCKBUSTER GAMES & Design | 74/535,326 | 06/07/94 |
| FLIPPERS (ITU) | 74/556,787 | 08/03/94 |
| THE POWER TO HEAR IT ALL | 74/560,302 | 08/12/94 |
| BLOCKBUSTER ADVENTURE | 74/560,303 | 08/12/94 |
| BUSTAR (ITU) | 74/560,304 | 08/12/94 |
| BLOCKBUSTER MUSIC & Design | 74/566,022 | 08/23/84 |
| BLOCKBUSTER BOWL (ITU) | 74/801,412 | |

TRADEMARK
REEL 1266 FRAME 046

To: Commissioner of Patents and Trademarks

TRADEMARK
REEL: 1767 FRAME: 0304

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

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9351123
TRADEMARK
REEL: 1767 DATE: 10-13-98
FRAME: 0305

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:50 AM 09/29/1994
944184649 - 2106821

**CERTIFICATE OF MERGER
MERGING
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:

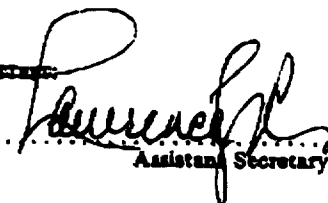
200 Elm Street
Dedham, Massachusetts 02026

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

TRADEMARK