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HEET

MRD
8-25-98



100804253

ached original document or copy thereof.

To the Honorable Commissioner of Pa

1. Name of Party(ies) conveying an interest:

Video Direct, Inc.
200 Swisher
Lake Dallas, TX 75065

2. Name and Address of Party(ies) receiving an interest:

Video Plus, Inc.
200 Swisher Road
Lake Dallas, TX 75065

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

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: March 29, 1993

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,731,494

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

Name: Anna Conyers Kuhn, Esq.
Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: One (1)

7. Amount of fee enclosed or authorized to be charged: \$40.00

8. Deposit account number (Attach duplicate copy of this form 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.

Anna Conyers Kuhn
Name of Person Signing

Signature

August 24, 1998
Date

Total number of pages including cover sheet 5

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

Do not detach this portion.

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
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FC:481

40.00 CP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

0 1 1 5 5 5 0 3 4 1 0
CERTIFICATE OF OWNERSHIP AND MERGER

**OF
VIDEO PLUS, INC.
AND
VIDEO DIRECT, INC.**

FILED
In the Office of the
Secretary of State of Texas

MAR 29 1993

Corporations Section

ARTICLE

The two constituent corporations involved in the merger are: Video Plus, Inc. (the "Parent"), a Delaware Corporation and Video Direct, Inc. (the "Subsidiary"), a Texas Corporation. The Parent owns one hundred percent (100%) of the outstanding shares of the Subsidiary. (One thousand shares being all the outstanding and issued shares.)

ARTICLE II

The Resolution of Merger between the Subsidiary and the Parent has been approved, adopted, certified, executed and acknowledged by the Board of Directors of each of the constituent corporations.

ARTICLE III

The resulting corporation is Video Plus, Inc., a Delaware Corporation.

ARTICLE IV

In accordance with § 253b of the Delaware General Corporation Laws the Board of Directors has approved a name change and hereby requests that Video Plus, Inc. be changed to Video Direct Plus, Inc. Such name to be effective upon the effective date of the merger.

ARTICLE V

The Certificate of Incorporation of Video Direct Plus, Inc. shall be the certificate of incorporation of the resulting corporation.

ARTICLE VI

The agreement of merger is on file at the principal place of business of Video Direct Plus, Inc. located at 200 Swisher Road, Lake Dallas, Texas 75065.

ARTICLE VII

A copy of the agreement of merger will be provided upon request, at no charge, to any stockholder.

ARTICLE VIII

The effective date of the merger is July 13, 1992.

ARTICLE IX

Video Direct Plus, Inc. hereby irrevocably appoints the Secretary of State of the State of Delaware as it's agent to accept service of process and agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Video Plus, Inc., as well as for enforcement of any obligation of Video Direct Plus, Inc. arising from this merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 262 of the Delaware general corporation law. Upon any service to the Delaware Secretary of State it is requested that a copy of the Service of Process be mailed to:

Stuart Johnson
200 Swisher Road
Lake Dallas, Texas 75065

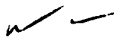
ARTICLE X

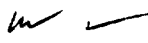
The merger of Video Plus, Inc. was approved in a special call meeting of the Board of Directors of Video Plus, Inc. at 7:00 a.m. on July 13, 1992.

IN WITNESS WHEREOF, I have made, signed and sealed this Certificate of Merger this 13 day of November, 1992.

Video Direct, Inc.

Video Direct Plus, Inc.

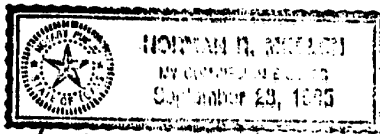


Stuart Johnson, President


Stuart Johnson, President

On this 13 day of November, 1992, before me personally appeared Stuart Johnson being by me duly sworn, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same as his free and voluntary act and deed for the use and purposes set forth therein and that the statements therein contained are true and correct.

STATE OF TEXAS)
COUNTY OF DeSoto)

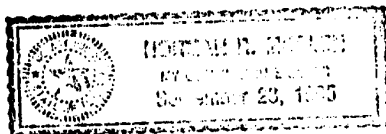


My Commission Expires: 9/28/95



Notary Public

SEAL



**Certificate of Certified
Corporate Resolution**

I hereby certify that the attached is a true and correct copy of the Corporate Resolution authorizing the merger of Video Direct, Inc. with Video Plus, Inc, on July 13, 1992.



Stuart Johnson, President

**Minutes of a Special
Meeting of the
Board of Directors of
Video Plus, Inc.
July 13, 1992**

At a special called meeting of the board of Directors of Video Plus, Inc., at 7:00 a.m. Central Standard Time, on July 13, 1992, it was:

Resolved that Video Plus, Inc. would complete the purchase of Video Direct, Inc., in accordance with the terms and conditions of that certain "Share Purchase Agreement", dated June 30, 1992, and that Video Direct, Inc., would be merged with Video Plus, Inc., at the start of business on July 13, 1992.

Video Plus, Inc. having purchased all of the issued and outstanding shares of stock of Video Direct, Inc. from Stuart Johnson, also resolved that Stuart Johnson is hereby elected president of Video Plus, Inc.

With no other business, the meeting was adjourned.

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Stuart Johnson, President