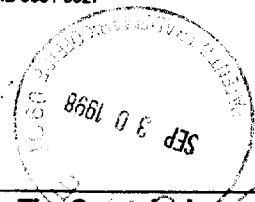


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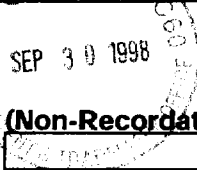


RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
10 22 97

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
10 8 97

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

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.)

10/09/1998 DNGUYEN 00000272 75311869

FOR OFFICE USE ONLY

FC:481 40.00 OP
FC:482 150.00 OP

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 1799 FRAME: 0084

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" value="75/11,869"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,778,148"/>	<input type="text" value="1,852,065"/>	<input type="text"/>
<input type="text" value="75/377,060"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,825,558"/>	<input type="text" value="1,986,799"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,843,895"/>	<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

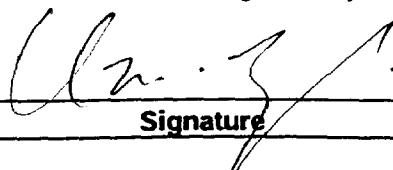
No

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.

Karl M. Zielaznicki

Name of Person Signing



Signature

9/28/98

Date Signed

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **OCT 24 1997**



A handwritten signature in black ink, appearing to read "J. Clark", with a long horizontal flourish extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

F971022 286
CSC 45

CERTIFICATE OF MERGER

of

BOHBOT PRODUCTIONS, INC.

(a Delaware corporation
qualified to do business
in New York)

and

MADISON GREEN ENTERTAINMENT SALES, INC.

(a New York corporation)

into

BOHBOT ENTERTAINMENT, INC.

(a New York corporation)

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 904 of the Business Corporation Law of the State of New York (the "NYBCL"), the undersigned, being respectively the Chairman (equivalent to the Office of President) and Secretary of BOHBOT PRODUCTIONS, INC. ("BPI"), a corporation existing under the laws of the State of Delaware and qualified to do business in the State of New York, the Chairman of the Board and Secretary of MADISON GREEN ENTERTAINMENT SALES, INC. ("MG"), a corporation organized and existing under the laws of the State of New York, and the Chairman of the Board and Secretary of BOHBOT ENTERTAINMENT, INC., a corporation organized and existing under the laws of the State of New York ("BEI"), do hereby certify as follows with respect to the merger (the "Merger") of BPI and MG with and into BEI:

(1) The names and states of incorporation of the corporations to be merged (the "Constituent Corporations") and the names under which each was formed and the dates on which their respective certificates of incorporation were filed are as follows:

<u>Name</u>	<u>Name Formed Under</u>	<u>State of Incorporation</u>	<u>Date of Incorporation (Certificate of Incorporation Filed)</u>
Bohbot Productions, Inc. (hereinafter "BPI")	Bohbot Productions, Inc.	Delaware (qualified to do business in New York on April 8, 1997)	6/4/96 (Delaware Secretary of State)
Madison Green Entertainment Sales, Inc. (hereinafter "MG")	Madison Green Entertainment Sales, Inc.	New York	1/6/95 (New York Department of State)
Bohbot Entertainment, Inc. (hereinafter "BEI")	Parkside Entertainment, Inc.	New York	12/12/86 (New York Department of State)

(2) BEI shall be the surviving corporation in the Merger (the "Surviving Corporation"), and following the Merger the name of the Surviving Corporation shall be "BKN Kids Network, Inc."

(3) The designation and number of outstanding shares of each class of capital stock of the Constituent Corporations is as follows:

<u>Corporation</u>	<u>Designation and Number of Outstanding Shares</u>
BPI	100 shares of common stock, no par value
MG	100 shares of common stock, no par value
BEI	100 shares of common stock, no par value

(4) In the Merger, (i) each issued and outstanding share of common stock of BPI shall be converted into the right to receive and shall become 0.33 fully paid and nonassessable shares of common stock, no par value, of the Surviving Corporation ("Surviving Corporation Common Stock"), (ii) each issued and outstanding share of common stock of MG shall be converted into the right to receive and shall become 0.33 fully paid and nonassessable shares of Surviving Corporation Common Stock, and (iii) each issued and outstanding share of common stock of BEI shall be converted into the right to receive and shall become 0.34 fully paid and nonassessable

shares of Surviving Corporation Common Stock. Certificates representing such shares of the Surviving Corporation shall be issued to the stockholders of BPI, MG and BEI upon surrender of certificates therefor.

(5) The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of BEI as in effect immediately prior to the effective time of the Merger, except that Article FIRST is amended to read in its entirety as follows:

"FIRST: The name of the Corporation is BKN Kids Network, Inc."

(6) The Merger is permitted by the laws of the State of Delaware, the jurisdiction of organization of BPI, and is in compliance with such laws.

(7) The Merger has been approved by the shareholders of BPI and MG in accordance with paragraph (a) of Section 903 of the NYBCL.

(8) The effective date of the Merger is the date of filing of this Certificate of Merger by the Department of State.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Merger on this 2nd day of October, 1997 and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by the undersigned and are true and correct.

BOEBOT PRODUCTIONS, INC.

By: Allen Bobbet
Allen J. Bobbet
Chairman, Equivalent to the Office of President

By: Robin Silverman
Robin Silverman
Secretary

MADISON GREEN ENTERTAINMENT SALES, INC.

By: Allen Bobbet
Allen J. Bobbet
Chairman of the Board

By: Robin Silverman
Robin Silverman
Secretary

BOEBOT ENTERTAINMENT, INC.

By: Allen Bobbet
Allen J. Bobbet
Chairman of the Board

By: Robin Silverman
Robin Silverman
Secretary

4

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