

01-08-1999



100937809

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TRADEMARKS ONLY**

OPR/FINANCE

1-6-99

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
09 28 98

Conveying Party

Mark if additional names of conveying parties attached

Name Blockbuster Entertainment Inc. Execution Date
Month Day Year
12/15/98

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 AHV HOLDING CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1201 Elm Street

Address (line 2) _____

Address (line 3) Dallas TX, USA 75270-2102
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

01/07/1999 TTON11 00000151 75574672

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 3925.00 OP

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1832 FRAME: 0760

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)

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

GREEN BELT, INC.

1998

Name of Person Signing

Signature

Date Signed

City	Trademark	Cur Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	BLOCKBUSTER FAVORITES DESIGN	0374	35 41	75/574672	210C1998		
USA	BLOCKBUSTER INCENTIVE ZONE	0377	35 41	75/501846	15JUE1998		
USA	BLOCKBUSTER ONLINE	0313	38 41 42	74/695722	29JUE1995		
USA	BLOCKBUSTER PREVIEWED DESIGN	0379	35 41	75/574673	210C1998		
USA	BLOCKBUSTER REWARDS	0371	35 41	75/432989	12FE1998		
USA	BLOCKBUSTER...	0369	35 41	75/434379	13FE1998		
USA	CARTOON DESIGN: Halloween Man	0367	36 41	75/378965	240C1997		
USA	GO HOME HAPPY	0370	35 41	75/433141	12FE1998		
USA	GO HOME HAPPY (STYLIZED)	0373	25 30	75/494766	02JUE1998		
USA	GO HOME HAPPY STYLIZED	0372	35 41	75/443440	26FE1998		
USA	HOLLYWOOD FUN FACTORY	0361	42	74/7717, 734	18AU1995		
USA	HOLLYWOOD FUN FACTORY & Design	0362	41	74/7717, 743	18AU1995		
USA	KIDMONIGOUS	0364	35 41	75/300281	29MY1997		
USA	LUG UN AND MAKE YOURSELF COMFU	0365	35 41	75/333958	31JUL1997		

City	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	THE GIFT OF ENTERTAINMENT	0375	35 41	75/491133	27MY1998		

City	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	ALARM IN STUFF	0216	42	74/516665	25AP1994	1,964,598	26MR1996
USA	AMERICA'S FAMILY VIDEO STORE	0001	41 42	73/752103	14SE1988	1606783	17JUL1990
USA	APPLAUSE VIDEO	0138	41 42	73/456066	08DE1983	1498061	26JUL1988
USA	BB-VIDEO	0175	16	74/456372	03NO1993	1860928	01NO1994
USA	BB-VIDEO	0176	42	74/456371	03NO1993	1864079	22NO1994
USA	BLOCK BUSTER	0222	28	73/192,414	07NO1978	1131418	26FE1980
USA	BLOCK-BUSTERS	0220	16	73/723732	21AP1988	1542484	06JUL1989
USA	BLOCKBUSTER	0004	28	74/146767	11MR1991	1892696	02MY1995
USA	BLOCKBUSTER	0142	41	74/368114	10MY1993	1821789	15FE1994
USA	BLOCKBUSTER	0008	42	73/833679	25OC1989	1601598	12JUL1990
USA	BLOCKBUSTER	0235	38	74/579192	27SE1994	2,013,045	05NO1996
USA	BLOCKBUSTER	0171	16	74/426588	20AU1993	1873269	10JUL1995
USA	BLOCKBUSTER	0291	36	74/629673	03FE1995	1994199	13AUG1996
USA	BLOCKBUSTER	0180	16	74/452130	25OC1993	1891727	25AP1995
USA	BLOCKBUSTER	0009	42	74/235862	08JUL1992	1802394	02NO1993
USA	BLOCKBUSTER	0141	9	74/313601	14SE1992	1771243	18MY1993
USA	BLOCKBUSTER	0184	35 39 41	74/471847	17DE1993	1904586	11JUL1995
USA	BLOCKBUSTER	0183	35 39 41	74/471836	17DE1993	1915693	22AUG1995

Country	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	BLOCKBUSTER	0355	25	75/143666	01AUG1996	2,048,020	25MAR1997
USA	BLOCKBUSTER	0187	41	74/483720	28JAN1994	1868690	20DE1994
USA	BLOCKBUSTER	0188	42	74/483719	28JAN1994	1868774	20DE1994
USA	BLOCKBUSTER	0006	41	73/684181	11SEP1987	1491589	07JUN1988
USA	BLOCKBUSTER	0005	31	74/235863	08JAN1992	1738553	08DE1992
USA	BLOCKBUSTER & DESIGN	0363	25 35 41	75/223007	09JAN1997	2,135,572	10FEB1998
USA	BLOCKBUSTER (CHANNEL FONT/YELL	0366	35 41	75/323166	11JUL1997	2175057	21JUL1998
USA	BLOCKBUSTER BOWL	0013	14 16 25 28 41 42	74/801412	08JUL1993	1917105	05SEP1995
USA	BLOCKBUSTER BOWL & DESIGN	0012	41	74/105439	12OCT1990	1818576	25JAN1994
USA	BLOCKBUSTER BUCKS	0293	36	74/634121	14FEB1995	2,063,772	20MAY1997
USA	BLOCKBUSTER COMMUNITY SERVICE	0025	41	74/229135	11DE1991	1776812	15JUN1993
USA	BLOCKBUSTER ENTERTAINMENT	0145	41	74/375149	05APR1993	1863348	15NOV1994
USA	BLOCKBUSTER ENTERTAINMENT	0292	36	74/634120	14FEB1995	2,007,104	08OCT1996
USA	BLOCKBUSTER ENTERTAINMENT	0181	41	74/456369	03NOV1993	1857982	11OCT1994
USA	BLOCKBUSTER ENTERTAINMENT	0146	42	74/375147	05APR1993	1872060	03JAN1995
USA	BLOCKBUSTER ENTERTAINMENT & DE	0147	41	74/388192	10MAY1993	1881626	28FEB1995

Ctry	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	BLOCKBUSTER ENTERTAINMENT & DE	0182	41	74/456370	03NO1993	1858954	180C1994
USA	BLOCKBUSTER ENTERTAINMENT & DE	0148	42	74/388193	13MY1993	1879354	14FE1995
USA	BLOCKBUSTER ENTERTAINMENT AMAR	0297	16	74/646435	14MR1995	1960149	05MR1996
USA	BLOCKBUSTER ENTERTAINMENT AMAR	0299	41	74/646434	14MR1995	1960148	05MR1996
USA	BLOCKBUSTER ENTERTAINMENT AMAR	0298	41	74/678581	22MY1995	1,999,406	10SE1996
USA	BLOCKBUSTER ENTERTAINMENT GUID	0170	41	74/431301	02SE1993	1856021	27SE1994
USA	BLOCKBUSTER GAMES & DESIGN	0225	42	74/534,326	07JE1994	1902070	27JE1995
USA	BLOCKBUSTER GAMES ARENA	0168	41	74/425192	16AU1992	1912784	15AU1995
USA	BLOCKBUSTER GIFTCARD	0294	16	74/641274	02MR1995	2,049,663	01AP1997
USA	BLOCKBUSTER GIFTCARD & DESIGN	0295	16	74/641273	02MR1995	2,049,662	01AP1997
USA	BLOCKBUSTER GOLF & GAMES & DES	0155	25	74/482507	21JA1994	1869729	27DE1994
USA	BLOCKBUSTER GOLF & GAMES & DES	0158	6	74/411005	12JL1993	1873568	17JA1995
USA	BLOCKBUSTER GOLF & GAMES & DES	0160	41	74/411007	12JL1993	1830660	12AP1994
USA	BLOCKBUSTER GOLF & GAMES & DES	0296	MULTI	74/646746	14MR1995	1,999,269	10SE1996
USA	BLOCKBUSTER GOLF & GAMES & DES	0161	42	74/411006	12JL1993	1831705	19AP1994
USA	BLOCKBUSTER GOLF & GAMES DESIG	0159	16	74/411008	12JL1993	1888398	11AP1995
USA	BLOCKBUSTER KIDS	0015	41	73/835048	25OC1989	1601492	12JE1990
USA	BLOCKBUSTER KIDS	0016	42	73/752100	14SE1988	1575714	02JA1990
USA	BLOCKBUSTER KIDS & DESIGN	0018	41	74/042303	23MR1990	1637878	12MR1991

Ctry	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	BLOCKBUSTER KIDS & DESIGN	0020	42	74/042304	23MR1990	1652678	30JUL1991
USA	BLOCKBUSTER KIDS RECOMMENDED &	0022	41	74/009560	11DE1989	1689648	26MY1992
USA	BLOCKBUSTER KIDS RECOMMENDED &	0024	42	74/009559	11DE1989	1689651	26MY1992
USA	BLOCKBUSTER MUSIC	0152	42	74/375146	05AP1993	1874864	17JAN1995
USA	BLOCKBUSTER MUSIC & Design	0356	25	75/143667	01AU1996	2,051,041	08AP1997
USA	BLOCKBUSTER MUSIC & DESIGN (BL	0319	42	75/009017	23OC1995	2,045,579	18MR1997
USA	BLOCKBUSTER MUSIC & DESIGN BLO	0237	42	74/590348	25OC1994	1931392	31OC1995
USA	BLOCKBUSTER MUSIC PLUS & DESIG	0156	41	74/472264	20JUL1993	1874279	17JAN1995
USA	BLOCKBUSTER MUSIC PLUS & DESIG	0157	42	74/472263	20JUL1993	1874366	17JAN1995
USA	BLOCKBUSTER PAVILION	0165	41	74/433462	07SE1993	1854919	20SE1994
USA	BLOCKBUSTER PAVILION	0166	42	74/433463	07SE1993	1853918	13SE1994
USA	BLOCKBUSTER VIDEO	0026	41	73/601788	30MY1986	1424341	06JAN1987
USA	BLOCKBUSTER VIDEO	0114	16	74/175662	11JUN1991	1736470	01DE1992
USA	BLOCKBUSTER VIDEO	0115	18	74/175664	11JUN1991	1685330	05MY1992
USA	BLOCKBUSTER VIDEO	0116	20	74/175663	11JUN1991	1684470	28AP1992
USA	BLOCKBUSTER VIDEO	0117	21	74/175657	11JUN1991	1723840	13OC1992
USA	BLOCKBUSTER VIDEO	0163	MULTI 28 9	74/423229	09AUG1993	1930499	31OC1995
USA	BLOCKBUSTER VIDFN	0118	24	74/175656	11JUN1991	1718241	22SE1992

Country	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	BLOCKBUSTER VIDEO	0189	41	74/483722	28JAN1994	1888928	11AP1995
USA	BLOCKBUSTER VIDEO	0190	42	74/483721	28JAN1994	1889005	11AP1995
USA	BLOCKBUSTER VIDEO	0119	25	74/175658	11JUN1991	1710127	25AUG1992
USA	BLOCKBUSTER VIDEO	0120	28	74/175652	11JUN1991	1720448	20SEP1992
USA	BLOCKBUSTER VIDEO	0028	42	73/833677	25OCT1989	1603163	19JUN1990
USA	BLOCKBUSTER VIDEO	0111	6	74/175660	11JUN1991	1717466	22SEP1992
USA	BLOCKBUSTER VIDEO	0113	14	74/175670	11JUN1991	1684399	28AP1992
USA	BLOCKBUSTER VIDEO & AMINING (CO	0302	41 41 42	74/562064	17AUG1994	1962792	19MAY1996
USA	BLOCKBUSTER VIDEO & DESIGN	0030	41	73/576902	09JAN1986	1413706	14OCT1986
USA	BLOCKBUSTER VIDEO & DESIGN	0126	20	74/175669	11JUN1991	1684471	28AP1992
USA	BLOCKBUSTER VIDEO & DESIGN	0127	21	74/175668	11JUN1991	1720341	29SEP1992
USA	BLOCKBUSTER VIDEO & DESIGN	0128	24	74/175665	11JUN1991	1722027	06OCT1992
USA	BLOCKBUSTER VIDEO & DESIGN	0164	9 28	74/444,622	06OCT1993	2,014,672	12NOV1996
USA	BLOCKBUSTER VIDEO & DESIGN	0129	25	74/175666	11JUN1991	1685425	05MAY1992
USA	BLOCKBUSTER VIDEO & DESIGN	0123	14	74/175655	11JUN1991	1690094	02JUN1992
USA	BLOCKBUSTER VIDEO & DESIGN	0124	16	74/175654	11JUN1991	1721846	06OCT1992
USA	BLOCKBUSTER VIDEO & DESIGN	0233	16	74/566022	26AUG1994	1929557	24OCT1995
USA	BLOCKBUSTER VIDEO & DESIGN	0125	18	74/175653	11JUN1991	1683794	21AP1992
USA	BLOCKBUSTER VIDEO & DESIGN	0121	6	74/175651	11JUN1991	1721375	06OCT1992

Ctry	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	BLOCKBUSTER VIDEO & DESIGN	0032	42	73/833678	250C1989	1601597	12JUE1990
USA	BLOCKBUSTER VIDEO & DESIGN (CO	0036	42	73/833741	250C1989	1630441	01JAI1991
USA	BLOCKBUSTER VIDEO (YELLOW LETT	0153	42	74/363905	02MR1993	1806588	23NO1993
USA	BLOCKBUSTER VIDEO INTERNATIONA	0033	35	74/229136	11DE1991	1809500	07DE1993
USA	BUTTONS	0185	42	74/461597	15NO1993	1858070	11OC1994
USA	CHARTBUSTERS	0040	41	73/660568	13MY1987	1471718	05JAI1988
USA	CHARTBUSTERS	0041	42	73/833740	250C1989	1600087	05JUE1990
USA	CLOCKBUSTERS	0174	41	74/363747	02MR1993	1863996	22NO1994
USA	DRIVE-IN	0194	41	74/503934	17MR1994	1901978	27JUE1995
USA	EXPLORER DECK	0226	42	74/534331	07JUE1994	1899401	13JUE1995
USA	GO MOTION	0212	41	74/516089	12AP1994	1,986,079	09JUL1996
USA	HAZ DE ESTA UNA NOCHE BLOCKBUS	0318	41	75/013,543	250C1995	2,023,562	17DE1996
USA	KIDPRINT	0101	42	74/008819	07DE1989	1667226	03DE1991
USA	KIDS RECOMMENDED VIEWING	0050	41	74/142982	28FE1991	1782296	13JUL1993
USA	MAJOR VIDEO (STYLIZED)	0055	41 42	73/542,220	10JUE1985	1398911	24JUE1986
USA	MAKE IT A BLOCKBUSTER NIGHT	0162	41	74/408844	06JUL1993	1852673	06SEP1994
USA	MAKE IT A BLOCKBUSTER...	0332	25 41 42	75/112793	03JUE1996	2,063,182	20MY1997
USA	MISIR PILLS	0177	42	74/472265	20DE1992	1670164	27DE1994

City	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	MUSIC+PLUS & DESIGN	0238	42	73/803328	30MY1989	1580778	30JUL1990
USA	PAUSE & DESIGN	0065	41 42	73/754308	20SE1988	1578172	16JUL1990
USA	PLAYER & DESIGN	0067	41	73/754310	20SE1988	1545729	27JUL1989
USA	PLAYER & DESIGN	0068	42	73/838828	13NO1989	1605145	03JUL1990
USA	PORTA-PLAYER	0070	41	73/752093	14SE1988	1553293	22AUG1989
USA	POWER GRID	0219	41 42	74/535085	07JUL1994	2,157,070	12MY1998
USA	PROFILE OF CHILD DESIGN	0135	42	74/225986	26NO1991	1724470	13OC1992
USA	QUICK DROP	0075	41 42	73/758736	20OC1988	1591360	10AP1990
USA	REMIND & DESIGN	0080	41	73/754306	20SE1988	1545727	27JUL1989
USA	REMIND & DESIGN	0081	42	73/838829	13NO1989	1605146	03JUL1990
USA	ROUNDED BLUE ANNING	0300	41 42	74/562060	17AUG1994	2,022,821	17DEC1996
USA	SLO-MO & DESIGN	0085	41	73/754309	20SE1988	1545728	27JUL1989
USA	SLO-MO & DESIGN	0086	42	73/835179	31OC1989	1601604	12JUL1990
USA	SOUND CHECK	0329	42	74/153861	03AP1991	1669866	24DEC1991
USA	SOUND CHECK & DESIGN	0330	42	74/300996	03AUG1992	1759018	16MAR1993
USA	SOUND OFF	0186	42	74/461596	15NO1993	1858069	11OC1994
USA	SUPER BLOOPERS	0214	42	74/516087	12AP1994	1,988,955	23JUL1996
USA	SUPER BLOOPERS	0252	42	74/579494	28SE1994	1,990,411	30JUL1996

Ctry	Trademark	Our Ref	Class	Cur App No	Cur App Dt	Cur Reg No	Cur Reg Dt
USA	STOPPER & DESIGN	0088	41	73/754301	20SE1988	1545726	27JIE1989
USA	STOPPER & DESIGN	0089	42	73/833681	25OC1989	1614418	18SE1990
USA	TAKE 10	0195	9	74/505255	25MR1994	1,979,142	11JIE1996
USA	TAKE 10	0196	35	74/505254	25MY1994	1,972,184	07MY1996
USA	THE BLOCKBUSTER ENTERTAINMENT	0308	41	74/689027	15JIE1995	1,992,993	13AU1996
USA	THE POWER TO HEAR IT ALL	0229	42	74/560302	12AU1994	1961481	12MR1996
USA	TICKET DESIGN	0095	42	74/024373	31JAI1990	1623086	13NO1990
USA	TICKET DESIGN (BLACK & WHITE)	0094	41	74/024372	31JAI1990	1618072	16OC1990
USA	TICKET DESIGN (BLUE)	0092	41	73/833718	25OC1989	1607738	24JUL1990
USA	TICKET DESIGN (YELLOW)	0093	41	73/834014	26OC1989	1607739	24JUL1990
USA	VIRTUA ALLEY	0215	41	74/516086	12AP1994	1,964,594	26MR1996
USA	WOM! WHAT A DIFFERENCE	0105	41	73/752091	14SE1988	1540956	23MY1989
USA	WOM! WHAT A DIFFERENCE	0106	42	73/833680	25OC1989	1600084	05JIE1990
USA	YOUTH RESTRICTED VIEWING	0109	41	73/752101	14SE1988	1600094	05JIE1990
USA	YOUTH RESTRICTED VIEWING & DES	0110	41	73/752099	14SE1988	1611593	28AU1990
USA	ZAPPERS!	0368	41	74/558184	08AU1994	1992405	13AU1996
			42				

State of Delaware
Office of the Secretary of State

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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 AIRSHIP HOLDING CORPORATION", A DELAWARE CORPORATION,

"BLOCKBUSTER DISCOVERY INVESTMENT INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER ENTERTAINMENT INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER FAMILY FUN, INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER PARK HOLDING CORPORATION", A DELAWARE CORPORATION,

"BLOCKBUSTER PRODUCTIONS CORPORATION", A DELAWARE CORPORATION,

"BLOCKBUSTER PROMOTIONS INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER VIDEO INTERNATIONAL CORPORATION", A DELAWARE CORPORATION,

"BMHC INC.", A DELAWARE CORPORATION,

"EROL'S INC.", A DELAWARE CORPORATION,

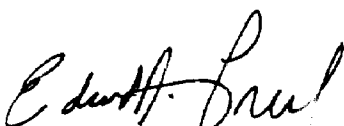
"HOUSTON VIDEO VENTURE, INC.", A FLORIDA CORPORATION,

"MAJOR VIDEO CORP.", A NEVADA CORPORATION,



2210588 8100M

981394744


Edward J. Freel, Secretary of State

AUTHENTICATION: 9351098

DATE: 10-13-98

TRADEMARK
REEL: 1832 FRAME: 0772

State of Delaware
Office of the Secretary of State

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"M.R.E. ENTERPRISES, INC.", A FLORIDA CORPORATION,
"NEW RIVER ENTERTAINMENT CORPORATION", A DELAWARE
CORPORATION,
"UIV ACQUISITION CORPORATION", A DELAWARE CORPORATION,
"100 RAW PRODUCTIONS INC.", A DELAWARE CORPORATION,
"101 PROPERTIES CORP.", A FLORIDA CORPORATION,
WITH AND INTO "AHV HOLDING CORPORATION" UNDER THE NAME OF
"BLOCKBUSTER INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998, AT 9
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8100M

DATE: 9351098

981394744

1998
TRADEMARK
REEL: 1832 FRAME: 0773

CERTIFICATE OF MERGER OF

M.R.E. Enterprises, Inc
100% Raw Productions Inc.
101 Properties Corp.
Blockbuster Airship Holding Corporation
Blockbuster Discovery Investment Inc.
Blockbuster Entertainment Inc.
Blockbuster Family Fun, Inc.
Blockbuster Park Holding Corporation
Blockbuster Productions Corporation
Blockbuster Promotions Inc.
Blockbuster Video International Corporation
BMHC Inc
Erol's Inc
Houston Video Venture, Inc.
Major Video Corp.
New River Entertainment Corporation
NIV Acquisition Corporation
and
AHV HOLDING CORPORATION

THE UNDERSIGNED, being the Vice President of AHV HOLDING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("AHV"), does hereby certify that:

FIRST: The name and state of Incorporation of each of the Constituent Corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
M.R.E. Enterprises, Inc	Florida
100% Raw Productions Inc.	Delaware
101 Properties Corp.	Florida
AHV Holding Corporation	Delaware
Blockbuster Airship Holding Corporation	Delaware
Blockbuster Discovery Investment Inc.	Delaware
Blockbuster Entertainment Inc.	Delaware
Blockbuster Family Fun, Inc.	Delaware
Blockbuster Park Holding Corporation	Delaware
Blockbuster Productions Corporation	Delaware
Blockbuster Promotions Inc.	Delaware
Blockbuster Video International Corporation	Delaware
BMHC Inc.	Delaware
Erol's Inc.	Delaware
Houston Video Venture, Inc.	Florida
Major Video Corp.	Nevada
New River Entertainment Corporation	Delaware
NIV Acquisition Corporation	Delaware

SECOND: A Merger Agreement among the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware

THIRD: The Surviving Corporation is **AHV Holding Corporation**. The certificate of incorporation of the Surviving Corporation shall be amended in the merger to change the name of the corporation to Blockbuster Inc. Consequently, the name of the Surviving Corporation shall be Blockbuster Inc.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended so that Article **FIRST** thereof shall read:

'**FIRST:** The name of the corporation is Blockbuster Inc.'

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 1201 Elm Street, Dallas, Texas 75270.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

SEVENTH: In accordance with the requirements of subsection (c)(8) of Section 252 of the General Corporation Law of the State of Delaware, M.R.E. Enterprises, Inc., a Florida corporation, is authorized to issue 10,000 shares of \$1.00 par value capital stock; 101 Properties Corp., a Florida corporation is authorized to issue 10,000 shares of \$1.00 par value capital stock; Houston Video Venture, Inc., a Florida corporation is authorized to issue 1,000 shares of \$1.00 par value capital stock; Major Video Corp., a Nevada corporation is authorized to issue 250,000 shares of no par value capital stock.

IN WITNESS WHEREOF, AHV Holding Corporation has caused this Certificate of Merger to be signed by John Berna, its Vice President, this 28th day of September 1998.

AHV HOLDING CORPORATION

By



John Berna, Vice President