

01-08-1999



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- 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 33
- Other _____

Effective Date
Month Day Year
09 28 98

Conveying Party

Mark if additional names of conveying parties attached

Name AHV HOLDING COROPRATION

Execution Date
Month Day Year
10 19 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 Blockbuster Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1201 Elm Street

Address (line 2) _____

Address (line 3) Dallas

City

Texas, USA

State/Country

75270-2102

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 00000150 75574672

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
3925.00 OP

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REEL: 1832 FRAME: 0807

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

DECEMBER 15, 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 | 15JEU1998 | | |
| USA | BLOCKBUSTER ONLINE | 0313 | 38 41 42 | 74/695722 | 29JEU1995 | | |
| 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 | 02JEU1998 | | |
| 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 | KIDMONCOUS | 0364 | 35 41 | 75/300281 | 29MY1997 | | |
| USA | LOG ON AND MAKE YOURSELF COMFO | 0365 | 35 41 | 75/333958 | 31JEU1997 | | |

| CTRY | 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 'N 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 | 1496061 | 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 | 06JEL1989 |
| USA | BLOCKBUSTER | 0004 | 28 | 74/146767 | 11MR1991 | 1892696 | 02MY1995 |
| USA | BLOCKBUSTER | 0142 | 41 | 74/388114 | 10MY1993 | 1821789 | 15FE1994 |
| USA | BLOCKBUSTER | 0008 | 42 | 73/833679 | 25OC1989 | 1601598 | 12JEL1990 |
| USA | BLOCKBUSTER | 0235 | 38 | 74/579192 | 27SE1994 | 2,013,045 | 05NO1996 |
| USA | BLOCKBUSTER | 0171 | 16 | 74/426588 | 20AU1993 | 1873269 | 10JAL1995 |
| USA | BLOCKBUSTER | 0291 | 36 | 74/629673 | 03FE1995 | 1994199 | 13AUL1996 |
| USA | BLOCKBUSTER | 0180 | 16 | 74/452130 | 25OC1993 | 1891727 | 25AP1995 |
| USA | BLOCKBUSTER | 0009 | 42 | 74/235862 | 08JAL1992 | 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 | 1913693 | 22AUL1995 |

| Country | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|---------|--------------------------------|---------|----------------------------------|------------|------------|------------|------------|
| USA | BLOCKBUSTER | 0355 | 25 | 75/143666 | 01AU1996 | 2,048,020 | 25MR1997 |
| USA | BLOCKBUSTER | 0187 | 41 | 74/483720 | 28JA1994 | 1868690 | 20DE1994 |
| USA | BLOCKBUSTER | 0188 | 42 | 74/483719 | 28JA1994 | 1868774 | 20DE1994 |
| USA | BLOCKBUSTER | 0006 | 41 | 73/684181 | 11SE1987 | 1491589 | 07JE1988 |
| USA | BLOCKBUSTER | 0005 | 31 | 74/235863 | 08JA1992 | 1738553 | 08DE1992 |
| USA | BLOCKBUSTER & DESIGN | 0363 | 25 35 41 | 75/223007 | 09JA1997 | 2,135,572 | 10FE1998 |
| USA | BLOCKBUSTER (CHANNEL FONT/YELL | 0366 | 35 41 | 75/323166 | 11JL1997 | 2175057 | 21JL1998 |
| USA | BLOCKBUSTER BOWL | 0013 | 14 16 25 28 41 42 | 74/801412 | 08JL1993 | 1917105 | 05SE1995 |
| USA | BLOCKBUSTER BOWL & DESIGN | 0012 | 41 | 74/105439 | 12OC1990 | 1818576 | 25JA1994 |
| USA | BLOCKBUSTER BUCKS | 0293 | 36 | 74/634121 | 14FE1995 | 2,063,772 | 20MY1997 |
| USA | BLOCKBUSTER COMMUNITY SERVICE | 0025 | 41 | 74/229135 | 11DE1991 | 1776812 | 15JE1993 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0145 | 41 | 74/375149 | 05AP1993 | 1863348 | 15NO1994 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0292 | 36 | 74/634120 | 14FE1995 | 2,007,104 | 08OC1996 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0181 | 41 | 74/456369 | 03NO1993 | 1857982 | 11OC1994 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0146 | 42 | 74/375147 | 05AP1993 | 1872060 | 03JA1995 |
| USA | BLOCKBUSTER ENTERTAINMENT & DC | 0147 | 41 | 74/386194 | 10MY1993 | 1881646 | 28FE1995 |

| City | 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 | 18OC1994 |
| USA | BLOCKBUSTER ENTERTAINMENT & DE | 0148 | 42 | 74/388193 | 13MY1993 | 1879354 | 14FE1995 |
| USA | BLOCKBUSTER ENTERTAINMENT AWAR | 0297 | 16 | 74/646435 | 14MR1995 | 1960149 | 05MR1996 |
| USA | BLOCKBUSTER ENTERTAINMENT AWAR | 0299 | 41 | 74/646434 | 14MR1995 | 1960148 | 05MR1996 |
| USA | BLOCKBUSTER ENTERTAINMENT AWAR | 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 DESIGN | 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 | 17JJA1995 |
| USA | BLOCKBUSTER MUSIC & Design | 0356 | 25 | 75/143667 | 01AUI1996 | 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 | 17JJA1995 |
| USA | BLOCKBUSTER MUSIC PLUS & DESIG | 0157 | 42 | 74/472263 | 20JUL1993 | 1874366 | 17JJA1995 |
| 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 | 06JJA1987 |
| USA | BLOCKBUSTER VIDEO | 0114 | 16 | 74/175662 | 11JJE1991 | 1736470 | 01DE1992 |
| USA | BLOCKBUSTER VIDEO | 0115 | 18 | 74/175664 | 11JJE1991 | 1685330 | 05MY1992 |
| USA | BLOCKBUSTER VIDEO | 0116 | 20 | 74/175663 | 11JJE1991 | 1684470 | 28AP1992 |
| USA | BLOCKBUSTER VIDEO | 0117 | 21 | 74/175657 | 11JJE1991 | 1723840 | 13OC1992 |
| USA | BLOCKBUSTER VIDEO | 0163 | MULTI 28 9 | 74/423229 | 09AUI1993 | 1930499 | 31OC1995 |
| USA | BLOCKBUSTER VIDEO | 0118 | 24 | 74/175656 | 11JJE1991 | 1718241 | 22SE1992 |

| City | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|--------------------------------|---------|----------------|------------|------------|------------|------------|
| USA | BLOCKBUSTER VIDEO | 0189 | 41 | 74/483722 | 28JAI1994 | 1888928 | 11AP1995 |
| USA | BLOCKBUSTER VIDEO | 0190 | 42 | 74/483721 | 28JAI1994 | 1889005 | 11AP1995 |
| USA | BLOCKBUSTER VIDEO | 0119 | 25 | 74/175658 | 11JIE1991 | 1710127 | 25AU1992 |
| USA | BLOCKBUSTER VIDEO | 0120 | 28 | 74/175652 | 11JIE1991 | 1720448 | 29SE1992 |
| USA | BLOCKBUSTER VIDEO | 0028 | 42 | 73/833677 | 25OC1989 | 1603163 | 19JIE1990 |
| USA | BLOCKBUSTER VIDEO | 0111 | 6 | 74/175660 | 11JIE1991 | 1717466 | 22SE1992 |
| USA | BLOCKBUSTER VIDEO | 0113 | 14 | 74/175670 | 11JIE1991 | 1684399 | 28AP1992 |
| USA | BLOCKBUSTER VIDEO & AWNING (CO | 0302 | 41 41 42 | 74/562064 | 17AU1994 | 1962792 | 19MR1996 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0030 | 41 | 73/576902 | 09JA1986 | 1413706 | 14OC1986 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0126 | 20 | 74/175669 | 11JIE1991 | 1684471 | 28AP1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0127 | 21 | 74/175668 | 11JIE1991 | 1720341 | 29SE1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0128 | 24 | 74/175665 | 11JIE1991 | 1722027 | 06OC1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0164 | 9 28 | 74/44,622 | 06OC1993 | 2,014,672 | 12NO1996 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0129 | 25 | 74/175666 | 11JIE1991 | 1685425 | 05MY1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0123 | 14 | 74/175655 | 11JIE1991 | 1690094 | 02JIE1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0124 | 16 | 74/175654 | 11JIE1991 | 1721846 | 06OC1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0233 | 16 | 74/566022 | 26AU1996 | 1929557 | 24OC1995 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0125 | 18 | 74/175653 | 11JIE1991 | 1683794 | 21AP1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0121 | 6 | 74/175651 | 11JIE1991 | 1721375 | 06OC1992 |

| City | 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 | 25OC1989 | 1600087 | 05JET1990 |
| USA | CLOCKBUSTERS | 0174 | 41 | 74/363747 | 02MR1993 | 1863996 | 22NO1994 |
| USA | DRIVE-IN | 0194 | 41 | 74/503934 | 17MR1994 | 1901978 | 27JET1995 |
| USA | EXPLORER DECK | 0226 | 42 | 74/534331 | 07JET1994 | 1899401 | 13JET1995 |
| USA | GO MOTION | 0212 | 41 | 74/516089 | 12AP1994 | 1,986,079 | 09JUL1996 |
| USA | HAZ DE ESTA UNA NOCHE BLOCKBUS | 0318 | 41 | 75/013,543 | 25OC1995 | 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 | 10JET1985 | 1398911 | 24JET1986 |
| USA | MAKE IT A BLOCKBUSTER NIGHT | 0162 | 41 | 74/408844 | 06JUL1993 | 1852673 | 06SEP1994 |
| USA | MAKE IT A BLOCKBUSTER... | 0332 | 25 41 42 | 75/112793 | 03JET1996 | 2,063,182 | 20MY1997 |
| USA | MUSIC PLUS | 0177 | 42 | 74/472265 | 20DE1993 | 1870164 | 27DE1994 |

| Ctry | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|--------------------------|---------|----------|------------|------------|------------|------------|
| USA | MUSIC+PLUS & DESIGN | 0238 | 42 | 73/8033328 | 30MY1989 | 1580778 | 30JJA1990 |
| USA | PAUSE & DESIGN | 0065 | 41 42 | 73/754308 | 20SE1988 | 1578172 | 16JJA1990 |
| USA | PLAYER & DESIGN | 0067 | 41 | 73/754310 | 20SE1988 | 1545729 | 27JJE1989 |
| USA | PLAYER & DESIGN | 0068 | 42 | 73/838828 | 13NO1989 | 1605145 | 03JLL1990 |
| USA | PORTA-PLAYER | 0070 | 41 | 73/752093 | 14SE1988 | 1553293 | 22AU1989 |
| USA | POWER GRID | 0219 | 41 42 | 74/535085 | 07JE1994 | 2,157,070 | 12MY1998 |
| USA | PROFILE OF CHIL'D DESIGN | 0135 | 42 | 74/225986 | 26NO1991 | 1724470 | 13OC1992 |
| USA | QUICK DROP | 0075 | 41 42 | 73/758736 | 20OC1988 | 1591360 | 10AP1990 |
| USA | REWIND & DESIGN | 0080 | 41 | 73/754306 | 20SE1988 | 1545727 | 27JJE1989 |
| USA | REWIND & DESIGN | 0081 | 42 | 73/838829 | 13NO1989 | 1605146 | 03JLL1990 |
| USA | ROUNDED BLUE AWNING | 0300 | 41 42 | 74/562060 | 17AU1994 | 2,022,821 | 17DE1996 |
| USA | SLO-MO & DESIGN | 0085 | 41 | 73/754309 | 20SE1988 | 1545728 | 27JJE1989 |
| USA | SLO-MO & DESIGN | 0086 | 42 | 73/835179 | 31OC1989 | 1601604 | 12JJE1990 |
| USA | SOUND CHECK | 0329 | 42 | 74/153861 | 03AP1991 | 1669866 | 24DE1991 |
| USA | SOUND CHECK & DESIGN | 0330 | 42 | 74/300996 | 03AU1992 | 1759018 | 16MR1993 |
| USA | SOUND OFF | 0186 | 42 | 74/461596 | 15NO1993 | 1858069 | 11OC1994 |
| USA | SOUP'ER BLOOPERS | 0214 | 42 | 74/516087 | 12AP1994 | 1,988,955 | 23JL1996 |
| USA | SOUP'ER BLOOPERS | 0252 | 42 | 74/579491 | 28SE1994 | 1,990,411 | 30JL1996 |

City Trademark
 USA STOPPER & DESIGN
 Our Ref 0088
 Class 41
 Cur App No 73/754301
 Cur App Dt 20SE1988
 Cur Reg No 1545726
 Cur Reg Dt 27JE1989

USA STOPPER & DESIGN 0089 42 73/833681 25OC1989 1614418 18SE1990

USA TAKE 10 0195 9 74/505255 25MR1994 1,979,142 11JE1996

USA TAKE 10 0196 35 74/505254 25MY1994 1,972,184 07MY1996

USA THE BLOCKBUSTER ENTERTAINMENT 0308 41 74/689027 15JE1995 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 31JA1990 1623086 13NO1990

USA TICKET DESIGN (BLACK & WHITE) 0094 41 74/024372 31JA1990 1618072 16OC1990

USA TICKET DESIGN (BLUE) 0092 41 73/833718 25OC1989 1607738 24JL1990

USA TICKET DESIGN (YELLOW) 0093 41 73/834014 26OC1989 1607739 24JL1990

USA VIRTUA ALLEY 0215 41 74/516086 12AP1994 1,964,594 26MR1996

USA MOMI WHAT A DIFFERENCE 0105 41 73/752091 14SE1988 1540956 23MY1989

USA MOMI WHAT A DIFFERENCE 0106 42 73/833680 25OC1989 1600084 05JE1990

USA YOUTH RESTRICTED VIEWING 0109 41 73/752101 14SE1988 1600094 05JE1990

USA YOUTH RESTRICTED VIEWING & DES 0110 41 73/752099 14SE1988 1611593 28AU1990

USA ZAPPERS! 0368 41 74/558184 08AU1994 1992405 13AU1996

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 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,

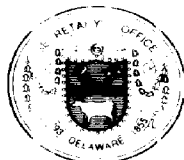
"BLOCKBUSTER VIDEO INTERNATIONAL CORPORATION", A DELAWARE CORPORATION,

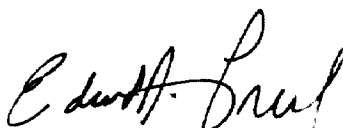
"BMHC INC.", A DELAWARE CORPORATION,

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

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

"MAJOR VIDEO CORP.", A NEVADA CORPORATION,




Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8100M

DATE: 9351097

981394744


TRADEMARK
REEL: 1832 FRAME: 0819

State of Delaware
Office of the Secretary of State

PAGE 2

"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.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8100M

DATE: 9351097

981394744

TRADEMARK
REEL: 1832 FRAME: 0820

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
UIV 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 |
| UIV Acquisition Corporation | Delaware |

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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 26th day of September 1998.

AHV HOLDING CORPORATION

By: 
John Berna, Vice President