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12-11-98

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**MEDIA ARTS INTERNATIONAL, LTD.**  
**1700 Walnut Street**  
**Philadelphia, PA 19103**

Individuals(s)  12-11-1998  
 General Partnership  U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: **QUANTUM NORTH AMERICA,**  
 Address:  
 Address: **1700 Walnut Street**  
 Philadelphia State: **PA** Zip: **19103**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: **April 30, 1996**

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

4. Application number(s) or patent number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
**JET AIRE (Reg. No. B1556815)**

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved:  8

7. Total fee (37 CFR 3.41) ..... \$ 215<sup>00</sup>  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
20-0052  
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Mr. Sigi Hinojosa**  
 Name: **Buchalter, Nemer, Fields & Younger**  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: **601 South Figueroa Street, 24th Floor**  
 City: **Los Angeles** State: **California** ZIP: **90017**

DO NOT USE THIS SPACE

9/5

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.

**MR. SIGI HINOJOSA**  
 Name of Person Signing  
*Christine E Wilson*  
 Signature  
 December 9, 1998  
 Date  
 12/10/98

Total number of pages including cover sheet, attachments, and document:

SCHEDULE A

to the Trademark Security Agreement  
Trademarks of Borrower  
 (\*held in the name of Media Arts International, Ltd.)

Type	Jurisdiction	Mark	Registration/ Application Date	Registration/ Application No.
Goods/Services: Electrical Implements for use with the hair	International Class: 9	Jet Aire	February 14, 1997	B1556815
Goods/Services: Juice extractors	International Class: 7	Juice Tiger	July 16, 1993	1495571
Goods/Services: Instructional kit of tapes for speed reading and booklet therefor	International Class: 9 T&T International Class: 16 T&T U.S. Class: 38	Alpha Netics	September 21, 1993	1,793,514
Goods/Services: Juice extractors	International Class: 7 U.S. Class: 23	Juice Tiger	May 18, 1993	1,772,210
Goods/Services: Instructional kit of tapes for speed reading and booklet therefor	International Class: 16 T&T International Class: 41 T&T U.S. Class: 107 U.S. Class: 36, 38	Alpha Netics	April 6, 1993	1,763,682
Goods/Services: Entertainment Services in the nature of an ongoing television program regarding consumer products	International Class: 41 U.S. Class: 107	Show & Tell	April 20, 1993	1,766,948
Goods/Services: Prerecorded video tapes and workout books for the improvement of ones memory	International Class: 9 T&T International Class: 16 T&T U.S. Class: 38 U.S. Class: 21	Memory Power	July 14, 1992	1,700,250

Goods/Services: Entertainment Services in the nature of an ongoing television program regarding consumer products	International Class: 41 U.S. Class: 107	Amazing Discoveries	February 5, 1991	1,634,424
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State of Delaware  
Office of the Secretary of State PAGE 1


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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 AMENDMENT OF "MEDIA ARTS INTERNATIONAL, LTD.", CHANGING ITS NAME FROM "MEDIA ARTS INTERNATIONAL, LTD." TO "QUANTUM NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1996, AT 3 O'CLOCK P.M.



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981451246

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9421880

DATE: 11-24-98

TRADEMARK  
REEL: 1836 FRAME: 0401

**CERTIFICATE OF AMENDMENT**  
**OF THE**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**MEDIA ARTS INTERNATIONAL, LTD.**

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**MEDIA ARTS INTERNATIONAL, LTD.**, a corporation existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

**FIRST:** By Unanimous Written Consent dated the 25 of April, 1996 the Board of Directors of the Corporation duly adopted resolutions proposing and declaring advisable, to the stockholders of the Corporation, the following amendment to the Corporation's Certificate of Incorporation:

That Article First of the Corporation's Certificate of Incorporation be amended to read in its entirety:

**FIRST:** The name of the corporation is:

**QUANTUM NORTH AMERICA, INC.**

25 **SECOND:** By Written Consent of the Sole Stockholder of the Corporation, dated the 25 day of April, 1996, the sole stockholder of the Corporation approved the aforesaid amendment in accordance with the applicable provisions of Sections 228 of the General Corporation Law of the State of Delaware.

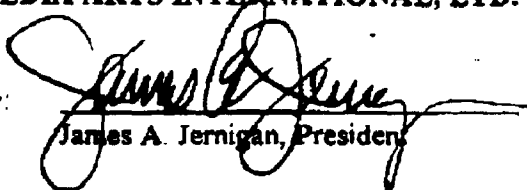
**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed by James A. Jernigan, its President, and attested to by Marshall A. Fleisher, its Secretary, this 25 day of April, 1996.

[corporate seal]

**MEDIA ARTS INTERNATIONAL, LTD.**

By:

  
James A. Jernigan, President

**ATTEST:**

  
Marshall A. Fleisher, Secretary

SCHEDULE A

to the Trademark Security Agreement  
Trademarks of Borrower  
 (\*held in the name of Media Arts International, Ltd.)

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