

RECORDATION
03-29-1999

SHEET
Y

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ☐ ☐ ☐ ☐

To the Honorable Commissioner of P

Attached original documents or copy thereof.

1. Name of conveying party(ies):

USAnimation Inc.
Toon Boom Technologies U.S.A. Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other

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

3. Nature of conveyance:

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

Effective Date: January 6, 1997

2. Name and address of receiving party(ies)

Name: Toon Boom Technologies U.S.A. Inc

Internal Address: Suite 201

Street Address: 3601 West Alameda Blvd.

City: Burbank State: CA ZIP: 91505

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other

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)

74/695,713

B. Trademark Registration No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: A. Yates Dowell, III

Internal Address: Suite 309

Street Address: 1215 Jefferson Davis Hwy.

City: Arlington State: Va. ZIP: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

☒ Enclosed check no. 2245

☐ Authorized to be charged to deposit account T-60

8. Deposit account number:

04-1577

(Attach duplicate copy of this page if paying by deposit account)

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.

A. Yates Dowell, III

Name of Person Signing

Signature

24 MARCH 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1874 FRAME: 0569

JAN-06-97 15:58 From: MORRIS NICHOLS ARSHT & TUNNELL

12025757369

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 01/06/1997
971004850 - 2554953

CERTIFICATE OF MERGER**MERGING**

USANIMATION INC.
(a California corporation)

INTO

TOON BOOM TECHNOLOGIES U.S.A. INC.
(a Delaware corporation)

Pursuant to Section 252 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue
of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the
constituent corporations in the merger is as follows:

Name	State of Incorporation
USAnimation Inc.	California
Toon Boom Technologies U.S.A. Inc.	Delaware

SECOND: That an Agreement and Plan of Reorganization and Merger
between 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 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That Toon Boom Technologies U.S.A. Inc., a Delaware
corporation, shall be the surviving corporation and shall continue its existence under its
present name.

FOURTH: That the Restated Certificate of Incorporation of Toon
Boom Technologies U.S.A. Inc., a Delaware corporation, shall constitute the certificate
of incorporation of the surviving corporation.

JAN-06-97 16:58 From: MORRIS NICHOLS ARSHY & TUNNELL

10025767368

T-550 P.08/02 Job-355

FIFTH: That the executed Agreement and Plan of Reorganization and Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 3601 West Alameda Boulevard, #201, Burbank, California 91505.

SIXTH: That a copy of the Agreement and Plan of Reorganization and Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

SEVENTH: That USAnimation Inc., a California corporation, is authorized to issue two classes of stock designated, respectively, "Common Stock" and "Preferred Stock;" and the total number of shares which USAnimation Inc., a California corporation, is authorized to issue is eighteen million one hundred ninety-seven thousand (18,197,000), all without par value, of which eighteen million seventy-seven thousand (18,077,000) shares are Common Stock and one hundred twenty thousand (120,000) shares are Preferred Stock.

In witness whereof, Toon Boom Technologies U.S.A. Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized officer this 26th day of November, 1996.

Toon Boom Technologies U.S.A. Inc.,
a Delaware corporation

By: 
Name: Jacques Bilodeau
President

Office of the Secretary of State

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:

"USANIMATION INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "TOON BOOM TECHNOLOGIES U.S.A. INC." UNDER THE NAME OF "TOON BOOM TECHNOLOGIES U.S.A. INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JANUARY, A.D. 1997, AT 3 O'CLOCK P.M.



2564953 8100M

991061508

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9580011

02-17-99

RECORDED: 03/24/1999

TRADEMARK
REEL: 1874 FRAME: 0572