

05-20-1999

and Trademark Office

TRADEMARK

Tab settings

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Copy thereof.

To the Honorable Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):

Spice Entertainment Companies, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: March 15, 1999

2. Name and address of receiving party(ies)

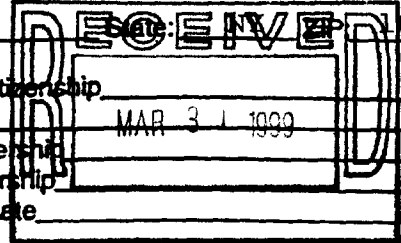
Name: Spice Entertainment, Inc.

Internal Address: 7th Floor

Street Address: 536 Broadway

City: New York State: NY ZIP: 10012

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

1. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: David S. Berlin

Internal Address: Paul, Weiss, Rifkind

Wharton & Garrison

Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

05/19/1999 DNGUYEN 00000290 500706 1932438

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0706

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

01 FC:481 40.00 CH
02 FC:482 275.00 CH

DO NOT USE THIS SPACE

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.

David S. Berlin
Name of Person Signing

David S. Berlin
Signature

3/17/99
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

SCHEDULE

U.S. REGISTERED TRADEMARKS

SPICE ENTERTAINMENT COMPANIES, INC.

Service Mark	Registration/Application Number
CVS and Design	1,932,438
Cable Video Store	1,433,268
Cable Video Store and Design (U.K.)	1,526,386
Cable Video Store...A Video Store in Your Home	1,766,245
Erotic Shopping for Grown-Ups at Play	2,015,516
Guest Cinema	1,530,197
Private Shopping or Private Moments	2,015,515
Spice	1,690,906
Spice (U.K.)	1,583,103
Spice and Design (Rainbow Design)	1,766,316
Spice and Design (Old Logo)	1,763,396
Hot Spice	75-400-866

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 AMENDMENT OF "SPICE ENTERTAINMENT COMPANIES, INC.", CHANGING ITS NAME FROM "SPICE ENTERTAINMENT COMPANIES, INC." TO "SPICE ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9629301

DATE: 03-16-99

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SPICE ENTERTAINMENT COMPANIES, INC.**

SPICE ENTERTAINMENT COMPANIES, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. Article FIRST of the Certificate of Incorporation of the Corporation is amended to change its name so that it will read in its entirety as follows:

"FIRST: The name of the corporation is SPICE ENTERTAINMENT, INC."

2. The foregoing amendment to the Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the sole stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Spice Entertainment Companies, Inc. has caused this Certificate of Amendment to be executed by its duly authorized officer this 15th day of March, 1999.

SPICE ENTERTAINMENT COMPANIES, INC.

By: Robert D. Campbell
Name: Robert D. Campbell
Title: Treasurer

Doc: DS1-34-130.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/15/1999
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