

MIB 9-3-99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

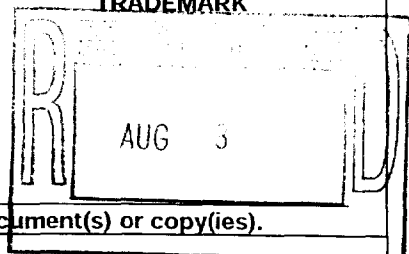
08-06-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



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 7040925

Effective Date
Month Day Year
9-28-98

Conveying Party

Mark if additional names of conveying parties attached

Name Blockbuster Entertainment Inc.

Execution Date
Month Day Year
8/3/99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name AHV Holding Corporation

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 1201 Elm Street

Address (line 2) _____

Address (line 3) Dallas Texas 75270-2102
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

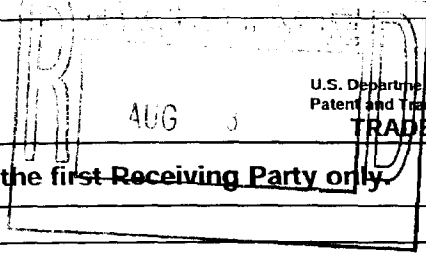
If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/05/1999 KTHA11 00000238 022833 2040925 FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 001939 FRAME: 0817



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

Sidelle B. Illion

Address (line 1)

Blockbuster Inc.

Address (line 2)

1201 Elm Street

Address (line 3)

Dallas, Texas

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

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)

Three empty boxes for Trademark Application Number(s).

Registration Number(s) boxes containing 2040925, 993885, and an empty box.

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

02-2833

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.

Sidelle Illion

Sidelle Illion

8/3/ 1999

Name of Person Signing

Signature

Date Signed

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,

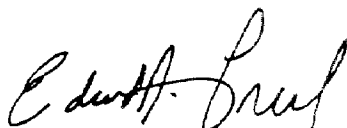
"BMHC INC.", A DELAWARE CORPORATION,

"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: 9682280

991142261

04-TRADEMARK
REEL: 001939 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 "ABV 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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9682280

2210588 8100M

991142261

04 - TRADE MARK
REEL: 001939 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

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.**'

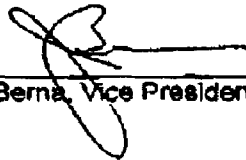
FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 1201 Elm Street, Dallas, Texas 75270.

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 260,000 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