

12-01-1999

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the attached original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

BKN, Inc.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: June 15, 1999

2. Name and address of receiving party(ies):

Name: BKN Entertainment, Inc.

Internal Address:

Street Address: 41 Madison Avenue

City: New York State: NY ZIP: 10010

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule
A attached

Additional numbers

Yes No

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

Name: Karl M. Zielaznicki, Esq.

Internal Address: Parker Chapin Flattau & Klimpl, LLP

Street Address: 1211 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:.....

9

7. Total fee (37 CFR 3.41):.....\$ \$240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500-672

12/01/1999 DNGUYEN 00000044 1778148

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 200.00 OP

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.

Karl M. Zielaznicki, Esq.

Name of Person Signing

Signature

November 15, 1999

Date

Total number of pages including cover sheet, attachments, and

6

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark	Registration Number (Application Number)	Registration Date (Application Date)
AMAZIN ADVENTURES	1,778,148	6/22/93
NOBODY TALKS TO KIDS LIKE BOHBOT	1,825,558	3/8/94
KING ARTHUR AND THE KNIGHTS OF JUSTICE	1,843,895	7/5/94
KIDS' DAY OFF	1,852,065	8/30/94
MADISON GREEN ENTERTAINMENT SALES, INC.	1,986,799	7/16/96
BKN	2,203,978	11/17/98
ROSWELL CONSPIRACIES: ALIENS, MYTHS & LEGENDS	75/567,242	10/8/99
BULLDOG LOGO	75/637,327	2/10/99
ROSWELL CONSPIRACIES: ALIENS, MYTHS & LEGENDS	75/662,847	3/18/99

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **SEP 03 1999**



A handwritten signature in cursive script, appearing to read "J. Leubke", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

990628000 485

Certificate of Amendment of the Certificate of Incorporation

of

CSC 45

BKN, INC.

Under Section 805 of the New York Business Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is BKN, INC. (hereinafter referred to as the "Corporation")

SECOND: A Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was filed with the Department of State of the State of New York (the "Department of State") on December 12, 1986 under the name Parkside Entertainment, Inc. ("Parkside"). A certificate of amendment of the Certificate of Incorporation, was filed with the Department of State on December 13, 1988, changing the name of the Corporation from Parkside to Bohbot Entertainment, Inc. A certificate of amendment of the Certificate of Incorporation was filed with the Department of State on October 22, 1997 (under a certificate of merger of Bohbot Productions, Inc. and Madison Green Entertainment Sales, Inc. into Bohbot Entertainment, Inc.) changing the name of the Corporation from Bohbot Entertainment, Inc. to BKN Kids Network, Inc. A certificate of amendment of the Certificate of Incorporation was filed with the Department of State on June 30, 1998 (under a certificate of merger of BKN International, Inc. into BKN Kids Network, Inc.) changing the name of the Corporation from BKN Kids Network, Inc. to BKN, Inc.

THIRD: ARTICLE FIRST of the Certificate of Incorporation is amended to read as follows:

"FIRST: The name of the corporation is BKN Entertainment, Inc."

FOURTH: The foregoing amendment of the Certificate of Incorporation was authorized by unanimous written consent of the Board of Directors of the Corporation followed by unanimous written consent of the shareholders of the Corporation entitled to vote on said amendment of the Certificate of Incorporation.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: June 5, 1999

Michelle Ann Craig
Michelle Ann Craig, Secretary

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CSC 45

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
BKN, INC.

Under Section 805 of the Business Corporation Law

JUN 23 2 11 PM '99

RECEIVED

FILED JUN 28 3 54 PM '99

Draw Down
ice

STATE OF NEW YORK
OFFICE OF STATE

FILED JUN 28 1999

STAY
of Aunt
my to

990628000 483

Ms. Michelle Ann Craig
BKN, INC.
41 Madison Avenue
New York, NY 10010
#288734/rms

Cont Ref

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