

1-31-00

02-16-2000

FORM PTO-1594

1-31-92



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

ed original document or certified copy thereof.

To the Honorable Co

Address of receiving Party(ies):

1. Name of conveying Party(ies):

101268087

PRODUCTION ARTS LIGHTING, INC..

Name: MCGRAW TERRY LIGHTING INC.

Internal Address:

JAN 31 2000

Street Address: 755 West End Avenue

City: New York State: NY Zip: 10025

- Individual Association
- General Partnership Limited Partnership
- Corporation-State New York
- Other _____

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

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

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

3. Nature of conveyance:

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

Execution Date: June 25, 1998

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

A. Trademark Application No.(s)
75/398,820 - SIMULTEXT

B. Trademark Registration No.(s)

Yes No

Additional sheet attached?

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

Cathy J. Futrowsky, Esq.
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100

6. Total number of applications and registrations involved:

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

- Enclosed
- Authorized to be charged to deposit account (if necessary)

8. Deposit Account No.: 03-3370

Attorney Docket No. 55740-01

DO NOT USE THIS SPACE

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.

Carolyn Himmelfarb
Name of Person Signing

Signature

January 31, 2000
Date

02/16/2000 DNGUYEN 00000083 75398820

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

01 FC:481

40.00

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
PRODUCTION ARTS LIGHTING INC.**

The undersigned, constituting the entire Board of Directors and all of the shareholders of Production Arts Lighting Inc., a New York corporation (the "Corporation"), hereby adopt the following resolutions pursuant to Sections 708(b) and 615(a), respectively, of the New York Business Corporation Law in lieu of holding a meeting of the Board of Directors and shareholders of the Corporation:

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered, and directed, in the name of the Corporation and on its behalf, to execute, deliver and cause the performance of an Acquisition Agreement, in substantially the form previously distributed to the Board of Directors and shareholders of the Corporation and the transactions contemplated thereby (the "Acquisition Agreement"), by and among the Corporation, Production Arts Lighting West, Inc. and Production Arts Europe, Inc. (collectively, "Seller"), John T. McGraw and Steven R. Terry, and Production Resource Group, L.L.C. on its own behalf and as nominee for Light and Sound Design Ltd. ("Buyer"), pursuant to which Buyer will purchase substantially all of the assets of Seller described in the Acquisition Agreement in exchange for the consideration described in the Acquisition Agreement; the Acquisition Agreement to contain such changes as such officers shall deem necessary, appropriate, or desirable, any such determination to be conclusively evidenced by the execution and delivery of the Acquisition Agreement;

RESOLVED, that the name of the Corporation be changed by amending the Certificate of Incorporation of the Corporation, pursuant to Section 805 of the Business Corporation Law of the State of New York, by striking out Article FIRST in its entirety and inserting the following in lieu thereof:

"FIRST: The name of the Corporation is McGraw Terry Lighting Inc.";

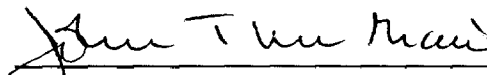
and

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of the Corporation and on its behalf, to execute and deliver all such other documents or instruments necessary, appropriate or desirable for the implementation of the foregoing resolutions and the performance by the Corporation of its obligations pursuant to the documents and instruments referred to in these resolutions, and to do and perform such other acts and things as they or any of them determine, in his or her or their sole discretion, to be necessary, appropriate or desirable to carry out any of the foregoing resolutions, any such determination to be conclusively evidenced by the execution and delivery of any such document or instrument or the doing or performing of any such act or thing.


IN WITNESS WHEREOF, the undersigned have executed this Unanimous

Written Consent as of the 25th day of June, 1998.

Board of Directors:

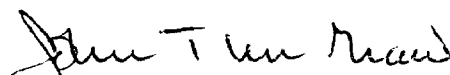


John T. McGraw

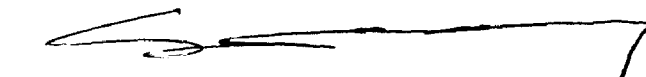


Steven R. Terry

Shareholders:



John T. McGraw



Steven R. Terry