

05-12-2000

R SHEET

U.S. DEPARTMENT OF COMMERCE
PATENT and TRADEMARK OFFICE



ONLY

101354504

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies);

Visual FX

Additional name(s) of conveying parties attached? YES NO

3. Nature of Conveyance:

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

Execution Date: April 26, 1996

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

Name 1: Cinebase Software, Inc.
 Street Address: 11835 West Olympic Boulevard, Suite 1000
 City: Los Angeles State: CA ZIP: 90064

- Individual Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State CALIFORNIA
- Other _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,924,518

Additional numbers attached? YES NO

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

Name: Peter A. Borsari
 Street Address: Borsari & Associates, P.C.
2001 Jefferson Davis Highway
Suite 206
 City: Arlington State: Virginia ZIP: 22202
 Telephone: 703 415 4633

6. Total number of applications and trademarks registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account number:

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

05/11/2000 JJALLAH2 00000083 1924518

DO NOT USE THIS SPACE

01 FC:481

40.00 0P

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.

Peter A. Borsari
Name of Person Signing

Signature

May 1, 2000
Date

OMB No. 0651-0011 (exp 4/94)

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

TRADEMARK
REEL: 002070 FRAME: 0274

NCTO:

A477214

1732346

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VISUAL F/X, INC.

FILED *JK*
In the office of the Secretary of State
of the State of California

JUN 12 1996

Bill Jones
BILL JONES, Secretary of State

Alan Brown certifies that:

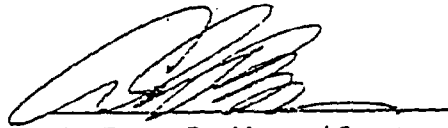
1. He is the president and the secretary of Visual f/x, Inc., a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:

"The name of the corporation is Cinebase Software, Inc."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporation Code. The total number of outstanding shares of the corporation is 1,886,847 shares of common stock and 115,677 shares of Series A preferred stock. The number of shares of each class voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: 4/25/96



Alan Brown, President and Secretary