

4.27.00

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

05-15-2000

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



101355744

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Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

05/11/2000 JSHABAZZ 00000290 75542960

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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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

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

| | | |
|--|--|--|
| <input type="text" value="75/542960"/> | <input type="text" value="75/608801"/> | <input type="text" value="75/608802"/> |
| <input type="text" value="75/785739"/> | <input type="text" value="75/901292"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

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| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

Authorization to charge additional fees:

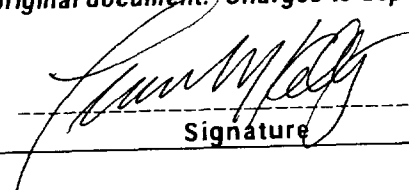
Yes

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.

Terence M. Kelly, Esq.
Name of Person Signing

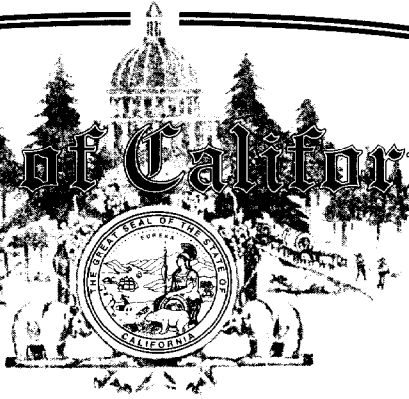


Signature

April 27, 2000

Date Signed

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 14 2000



Bill Jones

Secretary of State

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

**HLH ENTERTAINMENT, INC.
A California Corporation**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR - 6 2000

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and assistant secretary, respectively of HLH ENTERTAINMENT, INC., a California Corporation.
2. Article I of the Fourth Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

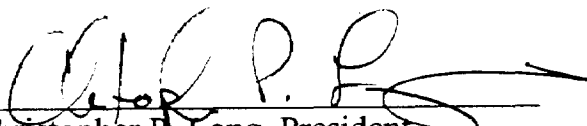
“ARTICLE I

The name of this corporation is Tambourine, Inc. (the ‘Corporation’).”

3. The foregoing amendment of Fourth Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Fourth Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the Corporation is 2,057,120 shares of Common Stock, 72,800 shares of Series A Preferred Stock, 462,500 shares of Series B Preferred Stock, and 1,249,998 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of all shares.

We 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 our own knowledge.

Date: March 29, 2000



Christopher P. Long, President



Terence M. Kelly, Assistant Secretary

