

05-16-2000



101357302

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OPR/FINANCE

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

4.21.00

- 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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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)

- Individual General Partnership Limited Partnership Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/12/2000 JJALLAH2 00000047 1888604

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002073 FRAME: 0908

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

<input type="text" value="1,888,604"/>	<input type="text"/>	<input type="text"/>
<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.

Rose A. Hagan

Rose A. Hagan

4-21-00

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

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 FORMATION OF "LUCASARTS ENTERTAINMENT COMPANY, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1997, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2788143 8100

001036630

AUTHENTICATION: 0241869

DATE: 02-07-00

TRADEMARK
REEL: 002073 FRAME: 0910

CERTIFICATE OF FORMATION

OF

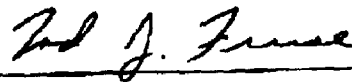
LUCASARTS ENTERTAINMENT COMPANY, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is LucasArts Entertainment Company, LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

Executed: September 8, 1997.



Name: Tad J. Freese

Office of the Secretary of State

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:

"LUCASARTS ENTERTAINMENT COMPANY", A CALIFORNIA CORPORATION, WITH AND INTO "LUCASARTS ENTERTAINMENT COMPANY, LLC" UNDER THE NAME OF "LUCASARTS ENTERTAINMENT COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



2788143 8100M

001036630

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0241868

AUTHENTICATION:

02-07-00

DATE:

TRADEMARK

REEL: 002073 FRAME: 0912

CERTIFICATE OF MERGER
OF
LUCASARTS ENTERTAINMENT COMPANY
INTO
LUCASARTS ENTERTAINMENT COMPANY, LLC

Dated September 29, 1997

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq. (the "DLLC Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
LucasArts Entertainment Company	California
LucasArts Entertainment Company, LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged in accordance with the laws of the State of California and in accordance with Section 18-209 of the DLLC Act by (i) LucasArts Entertainment Company and (ii) LucasArts Entertainment Company, LLC.

THIRD: The name of the surviving Delaware limited liability company is LucasArts Entertainment Company, LLC.

FOURTH: The merger of LucasArts Entertainment Company into LucasArts Entertainment Company, LLC shall be effective at 9:00 a.m. Pacific Time on September 29, 1997.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving Delaware limited liability company. The address of the principal place of business of the surviving Delaware limited liability company is 1600 Los Gatos, San Rafael, California 94903.

SP_DOCS816612

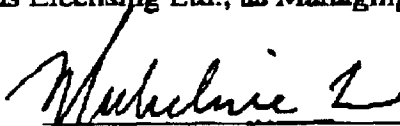
TRADEMARK
REEL: 002073 FRAME: 0913

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of LucasArts Entertainment Company, LLC, or to any person holding an interest in LucasArts Entertainment Company.

LucasArts Entertainment Company, LLC

By: Lucas Licensing Ltd., as Managing Member

By:



Name: MICHELINE CHAU

Title: CHIEF FINANCIAL OFFICER

Office of the Secretary of State

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 RESTATED CERTIFICATE OF "LUCASARTS ENTERTAINMENT COMPANY, LLC", CHANGING ITS NAME FROM "LUCASARTS ENTERTAINMENT COMPANY, LLC" TO "LUCASARTS ENTERTAINMENT COMPANY LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1997, AT 9:01 O'CLOCK A.M.



2788143 8100

001036630

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0241867

AUTHENTICATION:

02-07-00

DATE:

TRADEMARK

REEL: 002073 FRAME: 0915

AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
LUCASARTS ENTERTAINMENT COMPANY, LLC

This Amended and Restated Certificate of Formation of LucasArts Entertainment Company, LLC (the "LLC"), dated as of September 29, 1997, has been duly executed and is being filed by an authorized person in accordance with the provisions of 6 Del. C. § 18-208, to amend and restate the original Certificate of Formation of the LLC which was filed on September 8, 1997, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company formed and continued hereby is LucasArts Entertainment Company LLC.
2. Registered Office. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. Registered Agent. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

SF_DOCS\83628.1

10/10/98 16:52/ST.16:50/NO.3562015387 P.5

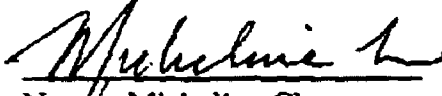
TRADEMARK
REEL: 002073 FRAME: 0916

IN WITNESS WHEREOF, the undersigned has executed this Amended and

Restated Certificate of Formation as of the date first-above written.

LUCASARTS ENTERTAINMENT COMPANY, LLC

By: **Lucas Licensing Ltd., as Managing Member**

By: 
Name: Micheline Chau
Title: *CHIEF FINANCIAL OFFICER*

State of California



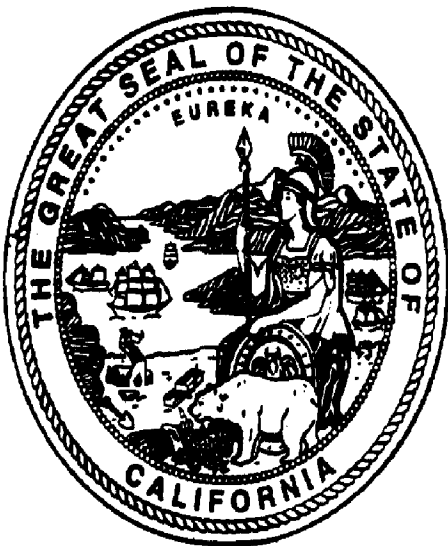
SECRETARY OF STATE

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

That the attached transcript of 11 page(s) was prepared by and in this office from the record on file, 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

DEC 28 1999



Bill Jones

Secretary of State



State of California
 Bill Jones
 Secretary of State

LLC-5

LIMITED LIABILITY COMPANY
 APPLICATION FOR REGISTRATION

IMPORTANT- Read instructions before completing the form.
 This document is presented for filing pursuant to Section 17451 of the California Corporations Code.

1. Name under which the foreign limited liability company proposes to transact business in California:
(End the name with "LLC" or "Limited Liability Company". No periods between the letters in "LLC". "Limited" and "Company" may be abbreviated to "Ltd." and "Co.")

LucasArts Entertainment Company, LLC

2. Name of the foreign limited liability company, if different from that entered above:

3. State (or other jurisdiction) and date of formation of the foreign limited liability company:

Jurisdiction: Delaware

Date of formation: September 8, 1997

4. Enter the name of the agent for service of process and check the appropriate provision below:

CT Corporation System, which is

an individual residing in California. Proceed to item 5.

a corporation which has filed a certificate pursuant to Section 1505 of the California Corporations Code. Skip item 5 and proceed to Item 6.

5. If the agent for service of process is an individual, enter a complete business or residential street address:

Street address:

City:

State: CA

Zip Code:

6. The Secretary of State of California is hereby appointed as the agent for service of process on the foreign limited liability company if the designated agent has resigned and has not been replaced or cannot be found and served with the exercise of reasonable diligence.

7. Address of the principal executive office:

Address: 1600 Los Gamos, Ste. 200

City: San Rafael State: CA Zip Code: 94903

8. Address of the principal office in California, if any:

Address: 1600 Los Gamos, Ste. 200

City: San Rafael State: CA Zip Code: 9490

9. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Tad J. Freese

Signature of organizer

Tad J. Freese

Type or print name of organizer

Date: September 10, 1997

For Secretary of State Use

101997254005

FILED

In the office of the Secretary of State
 of the State of California

SEP 11 1997

Bill Jones

BILL JONES, Secretary of State

LLC-5
 Filing Fee: \$70

Approved by the Secretary of State
 1/96

(CALIF. - LLC 3468 - 2/5/96)

TRADEMARK
 REEL: 002073 FRAME: 0919

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUCASARTS ENTERTAINMENT COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2788143 8300

971298958

AUTHENTICATION: 8640789

DATE: 09-09-97

TRADEMARK

REEL: 002073 FRAME: 0920



**Bill Jones
Secretary of State**

LLC

**LIMITED LIABILITY COMPANY
CERTIFICATE OF MERGER**

IMPORTANT - Read the instructions before completing the form.

This document is presented for filing pursuant to Section 1755Z of the California Corporations Code.

1. Name of surviving entity: LucasArts Entertainment Company, LLC	2. Type of entity: LLC	3. File number: 101997254005	4. Jurisdiction of organization: Delaware
5. Name of disappearing entity: LucasArts Entertainment Company	6. Type of entity: corporation	7. File number: C1850555	8. Jurisdiction of organization: California

9. If a vote was required pursuant to Section 17551, enter each class entitled to vote and the percentage of vote required:

<u>Surviving Entity</u>		<u>Disappearing Entity</u>	
<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>	<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>
Membership Units	50%	SERIES A Preferred Stock	100%

If the surviving entity is a domestic limited liability company, complete Item 10 and proceed to Item 13.

10. Requisite changes to the information set forth in the articles of organization of the surviving limited liability company:

The principal terms of the Agreement of merger were approved by the vote of the number of interests or shares of each class that equaled or exceeded the vote required.

If the surviving entity is a foreign limited liability company or other business entity, skip Item 10 and complete Items 11 through 13.

11. Address of the surviving limited liability company or other business entity:

Address: 1600 Los Gatos, Ste. 200

City: San Rafael

State: CA

Zip Code: 94903

12. Information required to be stated in the certificate of merger pursuant to the laws under which each constituent other business entity was formed:

N/A

13. Future effective date, if any:

N/A

14. Number of pages attached:
Nine (9)

For Secretary of State Use

15. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed. Attach additional signatures on separate pages.

LUCAS LICENSING LTD., managing Member

By: [Signature]
Signature of authorized person for the surviving entity

Micheline Chau VP.F
Type or print name and title

[Signature]
Signature of authorized person for the disappearing entity

Jacob Sorenson President
Type or print name and title

(Secretary signature attached)

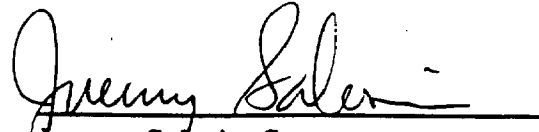
FILED
in the office of the Secretary of State
of the State of California

SEP 29 1997

[Signature]
BILL JONES, Secretary of State

On the date set forth below, in the City of Nicasio in the State of California, the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on September 29, 1997.



Jeremy Salesin, Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of September 29, 1997 (this "Agreement"), between LucasArts Entertainment Company, a California corporation (the "California Corporation"), and LucasArts Entertainment Company, LLC, a Delaware limited liability company (the "Delaware LLC").

WITNESSETH:

WHEREAS, the Delaware LLC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of the California Corporation by means of a merger of the California Corporation with and into the Delaware LLC;

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act, 6 Del.C. § 18-101, *et seq.* (the "Delaware Act"), and the laws of the State of California authorize the merger of a California corporation with and into a Delaware limited liability company;

WHEREAS, the California Corporation and the Delaware LLC now desire to merge (the "Merger"), following which the Delaware LLC shall be the surviving entity;

WHEREAS, the California Corporation's Articles of Incorporation and Bylaws permit, and resolutions adopted by the California Corporation's Board of Directors and sole shareholder authorize, this Agreement and the consummation of the Merger; and

WHEREAS, the sole member of the Delaware LLC (the "Member") has approved this Agreement and the consummation of the Merger.

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I.

THE MERGER

SECTION 1.01. The Merger.

(a) After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, as the California Corporation and the Delaware LLC shall determine, the Delaware LLC, which shall be the surviving entity, shall merge with the California Corporation and shall file a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger. The Merger shall become effective at such time as is specified in the Certificate of Merger (the "Effective Time").

(b) At the Effective Time, the California Corporation shall be merged with and into the Delaware LLC, whereupon the separate existence of the California Corporation shall

cease, and the Delaware LLC shall be the surviving entity of the Merger (the "Surviving LLC") in accordance with Section 18-209 of the Delaware Act and the laws of the State of California.

SECTION 1.02. Cancellation of Stock. At the Effective Time all of the shares of capital stock of the California Corporation outstanding immediately prior to the Effective Time shall be canceled.

ARTICLE II.

THE SURVIVING ENTITY

SECTION 2.01. Certificate of Formation and Limited Liability Company Agreement. The Certificate of Formation and Limited Liability Company Agreement of the Delaware LLC in effect at the Effective Time shall be the Certificate of Formation and Limited Liability Company Agreement of the Surviving LLC unless and until amended in accordance with its terms and applicable law. Immediately after the Effective Time of the Merger, the name of the Surviving LLC shall be changed to LucasArts Entertainment Company LLC.

SECTION 2.02. Directors and Officers. The individuals serving as directors and officers of the California Corporation immediately prior to the Merger will serve as directors and officers of the Delaware LLC upon the effectiveness of the Merger, with such persons having the same title at the Delaware LLC as such persons had at the California Corporation.

ARTICLE III.

TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. At the Effective Time, the Delaware LLC shall continue in existence as the Surviving LLC, and without further transfer, succeed to and possess all of the rights, privileges and powers of the California Corporation, and all of the assets and property of whatever kind and character of the California Corporation shall vest in the Delaware LLC without further act or deed; thereafter the Delaware LLC, as the Surviving LLC, shall be liable for all of the liabilities and obligations of the California Corporation, and any claim or judgment against the California Corporation may be enforced against the Delaware LLC, as the Surviving LLC, in accordance with Section 18-209 of the Delaware Act and applicable California law.

SECTION 3.02. Further Assurances. If at any time the Delaware LLC shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving LLC the title to any property or right of the California Corporation, or otherwise carry out the provisions hereof, the proper representatives of the California Corporation as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or

proper to vest, perfect or convey title to such property or right in the Surviving LLC, and otherwise to carry out the provisions hereof.

ARTICLE IV.

TERMINATION

SECTION 4.01. Termination. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time:

(i) by mutual written consent of the Member, on behalf of the Delaware LLC, and the Board of Directors of the California Corporation on behalf of the California Corporation;

(ii) by either the Member, on behalf of the Delaware LLC, or the Board of Directors of the California Corporation on behalf of the California Corporation, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining the California Corporation or the Delaware LLC from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable.

SECTION 4.02. Effect of Termination. If this Agreement is terminated pursuant to Section 4.01, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V.

MISCELLANEOUS

SECTION 5.01. Amendments: No Waivers.

(a) Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by the Member, on behalf of the Delaware LLC, and by the California Corporation.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

SECTION 5.02. Integration. All prior or contemporaneous agreements, contracts, promises, representations, and statements, if any, between the California Corporation and the Delaware LLC, or their representatives, are merged into this Agreement, and

this Agreement shall constitute the entire understanding between the California Corporation and the Delaware LLC with respect to the subject matter hereof.

SECTION 5.03. Successors and Assigns. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, *provided* that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Agreement without the consent of the other party hereto.

SECTION 5.04. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.


SECTION 5.05. Counterparts: Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

SECTION 5.06. Notices. All notices or communications in connection with this Agreement shall be in writing and shall be delivered to the applicable party at 5858 Lucas Valley Road, Nicasio, California 94946.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first above written.

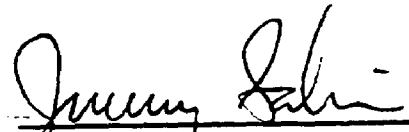
LucasArts Entertainment Company, LLC

By: Lucas Licensing Ltd.,
as Managing Member

By: 
Name: MICHELINE CHAU
Title: CHIEF FINANCIAL OFFICER

LucasArts Entertainment Company

By: 
Name: Jack Sorenson
Title: President

By: 
Jeremy Salesin
Secretary


**CERTIFICATE OF APPROVAL OF
AGREEMENT OF MERGER**

Jack Sorensen and Jeremy Salesin state and certify that:

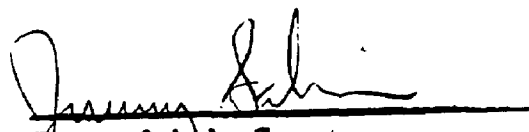
1. They are the President and Secretary, respectively of LucasArts Entertainment Company, a California corporation (the "Corporation").
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.
3. There are three classes of shares designated "Class A Common Stock", "Class B Common Stock" and "Series A Preferred Stock". There is only one class of shares outstanding and the total number of outstanding shares is 471,428,571 shares of Series A Preferred Stock. There are no issued and outstanding shares of Class A Common Stock and Class B Common Stock.
4. The shareholder percentage vote required for the aforesaid approval was 100%.
5. The principal terms of the merger agreement in the form attached were approved by the Corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Nicasio in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on September 29, 1997.



Jack Sorensen, President



Jeremy Salesin, Secretary



State of California
 Bill Jones
 Secretary of State

LIMITED LIABILITY COMPANY
 APPLICATION FOR REGISTRATION
 CERTIFICATE OF AMENDMENT

LLC-6

IMPORTANT - Read the instructions before completing the form.
 This document is presented for filing pursuant to Section 17454 of the California Corporations Code.

1. Foreign limited liability company name:

LucasArts Entertainment Company, LLC

2. File number:

101997254005

3. Enter only the information in the application for registration (LLC-5) amended by filing the certificate of amendment (LLC-6).

a. Name under which the foreign limited liability company proposes to transact business in California:

LucasArts Entertainment Company LLC

b. Name of the foreign limited liability company, if different from that entered above:

c. Jurisdiction under which the foreign limited liability company was formed: Delaware

d. Date on which the foreign limited liability company was formed: September 8, 1997

e. Name of the agent for service of process: CT Corporation System

an individual residing in California

a corporation which has filed a certificate pursuant to Section 1505.

f. Business or residential street address in California of the individual designated as the agent for service of process:

Street Address:

City:

State: CALIFORNIA

Zip Code:

g. Address of the principal executive office of the foreign limited liability company:

Address: 1600 Los Gatos, Ste. 200

City: San Rafael

State: California

Zip Code: 94903

h. Address of the principal office of the foreign limited liability company in California.

Address: 1600 Los Gatos Ste. 200

City: San Rafael

State: CALIFORNIA

Zip Code: 94903

4. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Signature of authorized person

Micheline Chau /CFO of Lucas Licensing Ltd., its Managing Member
 Type or print name and title

Date: September, 19 98

For Secretary of State Use

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

SEP 24 1998

BILL JONES, Secretary of State



COUDERT BROTHERS

ATTORNEYS AT LAW

4 EMBARCADERO CENTER, SUITE 3300
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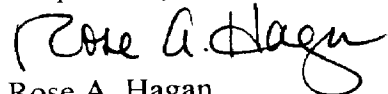
Re: Recordation of Merger
Mark: **SAM & MAX HIT THE ROAD**
Class: 28
Reg. No.: 1,888,604
Reg. Date: April 11, 1995
Atty. Ref.: 0400054-0141

Dear Sir:

Enclosed are the following:

1. Recordation Form Cover Sheet and attachments evidencing the merger of LUCASARTS ENTERTAINMENT COMPANY into LUCASARTS ENTERTAINMENT COMPANY LLC;
2. A check for \$40.00; and
3. A self-addressed stamped postcard.

Respectfully submitted,



Rose A. Hagan
Attorney for Applicant

I hereby certify that this paper and the enclosures listed above are being deposited with the U.S Postal Service "Express Mail to Addressee" #EL349161620US on April 21, 2000, and is addressed to: Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

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