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



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

08-08-2000

07-12-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #61



**CORDINATION FORM COVER SHEET  
TRADEMARKS ONLY**

7-12-00

101425706

Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- 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 See Attached Effective Date  
Month Day Year  
\_\_\_\_\_
- Change of Name
- Other \_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Name BET Holdings, Inc

Execution Date  
Month Day Year  
07 31 98

Formerly \_\_\_\_\_

75341102

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

**Receiving Party**

Mark if additional names of receiving parties attached

Name Black Entertainment Holdings, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1900 W Place, N.E.

Address (line 2) \_\_\_\_\_

Address (line 3) Washington

District of Columbia

20018

City

State/Country

Zip Code

- 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 Delaware

08/07/2000 NTHA11 00000211 75341102

FOR OFFICE USE ONLY

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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: 002116 FRAME: 0094**

**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)**

**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:

#

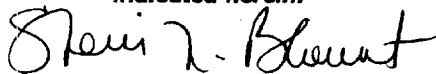
Authorization to charge additional fees:

Yes

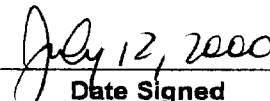
No

**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.







Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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:

"BET HOLDINGS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "BLACK ENTERTAINMENT HOLDINGS, INC." UNDER THE NAME OF "BLACK ENTERTAINMENT HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1998, AT 3:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2926652 8100M  
981300227

AUTHENTICATION: 9229840  
DATE: 07-31-98

ATTORNEY COPY  
TRADEMARK  
REEL: 002116 FRAME: 0096

07/31/98 15:20 SKADDEN ARPS → DIVISION OF CORP

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS 346  
FILED 03:20 PM 07/31/1998  
981300227 - 2926652

007

**CERTIFICATE OF MERGER  
OF  
BET HOLDINGS, INC.  
INTO  
BLACK ENTERTAINMENT HOLDINGS, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
BET Holdings, Inc.	Delaware
Black Entertainment Holdings, Inc.	Delaware

**SECOND:** That a plan and agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Black Entertainment Holdings, Inc.

**FOURTH:** That the certificate of incorporation of Black Entertainment Holdings, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

**FIFTH:** That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is One BET Plaza, 1900 W Place NE, Washington, D.C. 20018.

**SIXTH:** That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger is filed in accordance with Sections 251 and 103 of the General Corporation Law of the State of Delaware and the merger shall become effective at the time of filing.

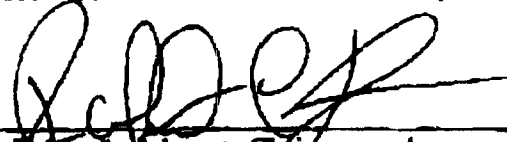
**IN WITNESS WHEREOF,** Black Entertainment Holdings, Inc. has caused the Certificate to be signed by Robert L. Johnson, its authorized officer, this 31<sup>st</sup> day of July, 1998.

L:\MEMBER\CORP\MERGER

07/31/98 15:20 SKADDEN ARPS -> DIVISION OF CORP

NO. 046 008

**BLACK ENTERTAINMENT HOLDINGS, INC.**

By:   
Robert L. Johnson, Chairman and  
Chief Executive Officer

Attest:

By:   
Byron F. Marchant, Secretary

L:\MEMMEL\GERBER\_MERH.SAM