

10-20-2000



101491845

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

10-6-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

Conveyance Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

- 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)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

10/20/2000 DRYRNE 00007041 75782132

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 250.00 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:

**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="75/782,152"/>	<input type="text" value="75/782,153"/>	<input type="text" value="75/782,154"/>
<input type="text" value="75/782,155"/>	<input type="text" value="75/782,156"/>	<input type="text" value="75/782,157"/>
<input type="text" value="75/782,158"/>	<input type="text" value="75/782,159"/>	<input type="text" value="75/864,039"/>

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**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.

Edward H. Rosenthal

10/2/00

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional 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**

Enter Additional 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

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Other

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**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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F 000601000163

CSC 45

SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THE BROADWAY THEATRE ARCHIVE, INC.  
UNDER SECTION 807 OF THE BUSINESS CORPORATION  
LAW

We, the undersigned, the President and Secretary, respectively, of The Broadway Theatre Archive, Inc., do hereby certify that:

1. The name of the corporation is The Broadway Theatre Archive, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the New York Department of State on October 2, 1997. A Restated Certificate of Incorporation was filed with the New York Department of State on November 24, 1999.
3. The Restated Certificate of Incorporation of the Corporation, as in effect on the date hereof, is hereby amended to reflect the following amendments authorized by the Business Corporation Law of the State of New York:
  - (a) To change the name of the Corporation from The Broadway Theatre Archive, Inc. to Broadway Digital Entertainment Inc.;
  - (b) To increase the aggregate number of shares of common stock, par value \$.001 per share ("Common Stock"), which the Corporation shall have authority to issue from 9,000,000 shares of Common Stock to 24,000,000 shares of Common Stock, as set forth in Article Fourth of this Restated Certificate of Incorporation;
4. The Corporation's Restated Certificate of Incorporation, as in effect on the date hereof, is hereby amended and restated to read in its entirety as follows:

**FIRST:** The name of the Corporation is Broadway Digital Entertainment Inc. (hereinafter called the "Corporation").

FILING RECEIPT

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ENTITY NAME: BROADWAY DIGITAL ENTERTAINMENT INC.

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUS.)  
STOCK NAME RESTATED

COUNTY: NEWY

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45

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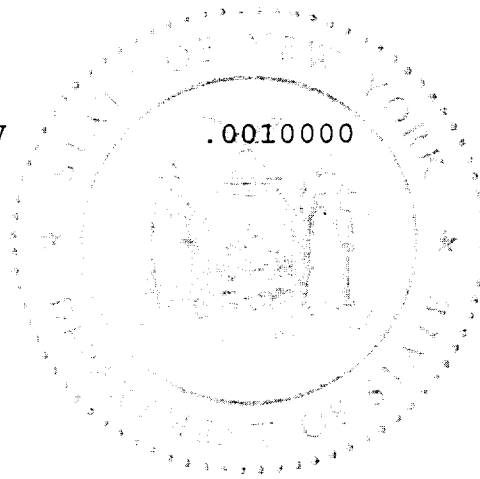
FILED:06/01/2000 DURATION:\*\*\*\*\* CASH#:000601000169 FILM #:000601000163

ADDRESS FOR PROCESS  
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REGISTERED AGENT  
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STOCK: 24000000 PV

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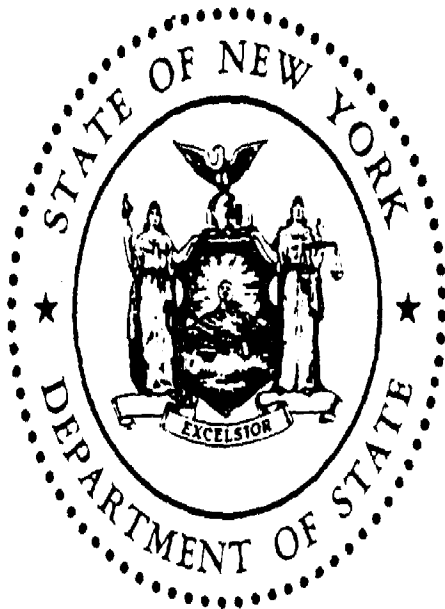
15744

FILER	FEES		PAYMENTS	
-----	-----	105.00	105.00	-----
MS. HILARY S. GEIER	FILING	60.00	CASH	0.00
FRANKFURT GARBUS KLEIN & SELZ, P.C.	TAX	10.00	CHECK	0.00
488 MADISON AVENUE	CERT	0.00	CHARGE	0.00
NEW YORK, NY 10022	COPIES	10.00	DRAWDOWN	105.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00
			-----	

*State of New York  
Department of State* } *ss:*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* JUN 05 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (5/96)