

11-14-2000

FORM FTO-1594

(Rev. 6-93)

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

RECO
TR



101515393

HEET
LY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Video Financial Services Inc.
Two Ingram Boulevard
La Vergne, TN 37089

- Individual(s)
- General Partnership
- Corporation: Tennessee corporation
- Other
- Merger
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

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

Ingram Entertainment Inc.
Two Ingram Boulevard
La Vergne, TN 37089

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Tennessee corporation
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

MRO 10/12/00

3. Nature of conveyance:

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

Signature Date: September 14, 1999

Effective Date: September 20, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Exhibit A

Additional numbers attached: Yes No

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

Edward T. Colbert, Esq.
KENYON & KENYON
1500 K Street, N.W., Suite 700
Washington, DC 20005

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41): \$365.00

- Enclosed
- Authorized to be charged to Deposit Account

8. Deposit account number: 11-0600
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Michele Fregoni
Name of Person Signing

Michele Fregoni
Signature

October 12, 2000
Date

Total number of pages, including cover sheet, attachments and document: 5

Exhibit A

<u>MARK</u>	<u>REG. NO</u>	<u>DATE ISSUED</u>
GAMEMASTER	1,198,283	June 15, 1982
GAMEMASTER & DESIGN	1,199,084	June 22, 1982
GAME MASTER & DESIGN	2,020,116	December 3, 1996
INCENTIVES ETC.	2,208,819	December 8, 1998
MONARCH HOME VIDEO	1,529,439	March 14, 1989
MOVIEWALKER	1,538,052	May 9, 1989
MOVIE WALKER	1,694,086	June 16, 1992
VIDEOPEDIA	1,548,278	July 18, 1989
ENTERTAINMENT UPDATE & DESIGN	1,810,272	December 7, 1993
ENTERTAINMENT PREVIEW	1,843,959	July 5, 1994
POWER ZONE	1,960,528	March 5, 1996
ZOO REVIEW	1,992,521	August 13, 1996
VIDEO PREVIEW NOW PLAYING AND DESIGN	2,001,127	September 17, 1996
ZOO REVIEW KIDS CLUB & DESIGN	2,007,511	October 15, 1996

FILED

458

**ARTICLES OF AMENDMENT TO THE CHARTER
OF**

VIDEO FINANCIAL SERVICES INC.

93 SEP 14 PM 2:54

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following articles of amendment (the "Articles of Amendment") to its Charter (the "Charter"):

1. Name of Corporation. The name of the corporation is Video Financial Services Inc.

2. Section 1 of the Charter is hereby deleted in its entirety and replaced with the following:

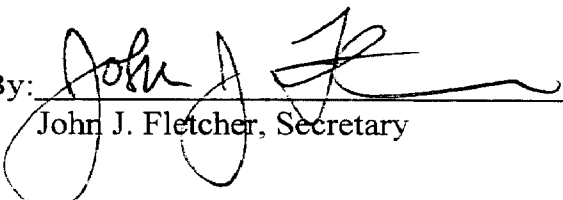
"1. The name of the corporation is Ingram Entertainment Inc."

3. Adoption. These Articles of Amendment were duly adopted on behalf of the Board of Directors and the sole shareholder of the corporation on September 14, 1999.

4. Effective Date. These Articles of Amendment will be effective when filed with the Secretary of State.

Dated: September 14, 1999.

VIDEO FINANCIAL SERVICES INC.

By: 
John J. Fletcher, Secretary

f:\kiew\charter amendment vfsi (1999)

RUTHERFORD COUNTY, TENNESSEE
Received for recording the 20 day
of SEP, 1999 at 9:00 AM
Notebook 54 page 502
REC. FEE \$ 5.00 REC#164892-002
STATE TAX \$ _____ DONNA STEM
REG. FEE \$ _____ Deputy Register
COMP. FEE \$ 2.00
RECORDED IN BOOK B-549 Page 457
JENNIFER M. GERHART, REGISTER