

12-14-2000

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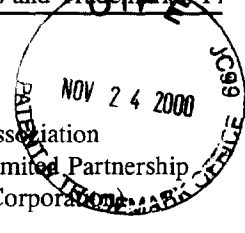
or copy thereof.

To the Commissioner of Patents and Trademarks: PI

1. Name of conveying party(ies):  
Britt Allcroft Inc.

- Individual(s)
- General Partnership
- Corporation-State (A New York Corporation)
- Other
- Association
- Limited Partnership

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



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

Name: Gullane Entertainment Inc.

Street Address: 1133 Broadway

Suite 1520

City: New York State NY ZIP 10010

3. Nature of conveyance:

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

Execution Date: September 7, 2000

*MWD 11/24/00*

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,621,671

Additional numbers attached?  Yes  No

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

Name: Robert L. Powley, Esq.  
Fitzpatrick, Cella, Harper & Scinto  
30 Rockefeller Plaza  
New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): . . . \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number - Please charge any underpayments or overpayments to  
Deposit Account No. 06-1205

(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.*

Robert L. Powley  
Name of Person Signing

Signature

November 22, 2000

Date

Total number of pages including cover sheet, attachments, and documents:



**NCR - 26**

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BRITT ALLCROFT INC.

-----  
Under Section 805 of the New York Business Corporation Law  
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**IT IS HEREBY CERTIFIED THAT:**

**FIRST:** The name of the corporation is Britt Allcroft Inc. (the "Corporation"). [The original name under which the Corporation was formed was Quality Family Entertainment, Inc.]

**SECOND:** The Certificate of Incorporation of the Corporation was filed by the Department of State of New York on the 24th day of August, 1987.

**THIRD:** The amendment of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment changes the name of the Corporation to Gullane Entertainment, Inc.

**FOURTH:** To accomplish the foregoing amendment, Article FIRST of the Certificate of Incorporation of the Corporation relating to the corporate name is hereby amended to read follows:

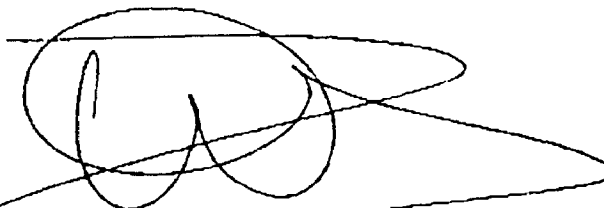
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"The name of the corporation is Gullane Entertainment Inc  
(hereinafter referred to as the "Corporation".)"

FIFTH: The foregoing amendment of the Certificate of Incorporation of  
the Corporation was authorized by the consent in writing of all the members of the Board  
of Directors of the Corporation, followed by the unanimous written consent of the holders  
of all of the outstanding shares of the Corporation entitled to vote on the said amendment  
of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribed this document on  
the date set forth below and do hereby affirm, under the penalties of perjury, that the  
statements contained therein have been examined by the undersigned and are true and  
correct.

Dated: Sept 7, 2000

  
\_\_\_\_\_  
William Harris, Chief Executive Officer

  
\_\_\_\_\_  
Timothy Hilton, Secretary

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(1)

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BRITT ALLCROFT INC.

UNDER SECTION 805 OF THE  
BUSINESS CORPORATION LAW

Customer Reference #N014495

Paul, Weiss, Ruskind, Wharton & Garrison  
1285 Avenue of the Americas  
New York, New York 10019

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 12 2000

BY SB

New York

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DRAWDOWN

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