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TO: The Commissioner of Patents and 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
- Change of Name
- Other

U.S. PATENT & TRADEMARK OFFICE
RECEIVED
NOV 22 1995

Conveying Party

Mark if additional names of conveying parties attached

Name HOME-VISION VIDEO

Exaction Date
Month Day Year
04 01 1995

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization MAINE

Receiving Party

Mark if additional names of receiving parties attached

Name HOME VISION ENTERTAINMENT, INC.

DBA/KA/TA

Composed of

Address (line 1) 14 MAINE STREET, P.O. BOX 636

Address (line 2)

Address (line 3) BRUNSWICK

MAINE

04011

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 DELAWARE

FOR OFFICE USE ONLY

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:
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TRADEMARK
REEL: 2194 FRAME: 0631

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"/>
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<input type="text" value="1903257"/>	<input type="text" value="1927616"/>	<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.

James E. Shlesinger

Nov. 22, 2000

Name of Person Signing

Signature

Date Signed

AGREEMENT AND PLAN OF MERGER

Home Vision Video

Home Vision Entertainment, Inc.

AGREEMENT dated as of March 28 1995, between Home-Vision Video, a Maine corporation (hereinafter referred to "Video") and HOME VISION ENTERTAINMENT, INC. a Delaware Corporation (hereinafter referred to as "Entertainment").

WHEREAS, the respective Boards of Directors and Shareholders of Video and Entertainment have determine that it is advisable and in the best interest of such corporations and their respective Shareholders that Video be merged into Entertainment, with Entertainment being the surviving corporation in the merger.

NOW THEREFORE, it is agreed as follows:

1. Vote on Merger. The undersigned being all of the shareholders and Directors of Video and Entertainment hereby approve the merger of Video into Entertainment on the terms and conditions hereinafter authorized, to execute and file with the Secretaries of State of the States of Maine and Delaware, proper Articles and Certificate of Merger as promptly as possible with the merger to take effect on April 1, 1995 and with Entertainment assuming all liabilities of the businesses from said date.

2. This statutory merger of Video into Entertainment is a tax free reorganization under Section 368 (a) (1) (A) and no gain or loss shall be recognized to the Shareholders pursuant to Section

354 of the Internal Revenue Code nor shall gain or loss be recognized to either corporation as a party to the reorganization pursuant to Section 361 of the Internal Revenue Code. The statutory merger is for business consolidation purposes in view of a prospective public offering, efficiencies of operation and simplification of bookkeeping. This merger is a statutory merger pursuant to the Maine Business Corporation act, Title 13-A, M.R.S.A. Section 901 and Section 906 and Section 8-252 of the Delaware Code.

3. Name. The Surviving corporation shall be Home Vision Entertainment, Inc., and its identity, existence, purposes and powers shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of Video shall cease.

4. The Certificate of Incorporation and By-Laws of Entertainment as originally filed with the Secretary of State of Delaware on September 16, 1994, shall, on the effective date of the merger, be the Certificate of Incorporation of the surviving corporation until further altered, amended or repealed as provided by law. The By-Laws of Entertainment in effect on the date of the merger shall be the By-Laws of the surviving corporation until otherwise amended.

5. Directors and Officers of the Surviving Corporation. The Directors of Entertainment, on the effective date of the merger, shall continue to be the Directors of the surviving corporation for the terms for which they were elected, and until their successors

are elected and qualified as provided by law and the By-Laws of the surviving corporation.

6. The officers of Entertainment on the effective date of the merger shall continue to be the Officers of the surviving corporation and shall hold office until their respective successors are chosen and qualified. All signature authorities and other powers to borrow funds in effect for Entertainment shall continue from the effective date of the merger.

7. Treatment of shares of participating corporations. The terms and conditions for the merger and mode of carrying the same into effect, and the manner of converging the shares of Video into Entertainment are as follows:

a. The present authorized capital stock of Video is, 11,000 shares at \$1.00 per value for capital stock of \$11,000.00.

The present outstanding shares are:

800 shares owned by Martin Allen

650 shares owned by William Allen

620 shares owned by James Howard

b. Video owns 7,000 shares of Entertainment which represents seventy (70) percent of the issued and outstanding stock. Martin Allen, William Allen and James Howard will relinquish their shares of Video in exchange for shares of Entertainment in the same proportion as their ownership of Video stock. The 7,000 shares of Entertainment will be reissued directly to Video's shareholders in consideration for the shares of Video as follows:

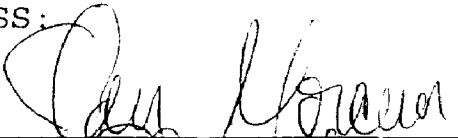
Martin Allen: 2,580 shares
William Allen: 2,420 shares
James Howard: 2,000 shares
Total: 7,000 shares

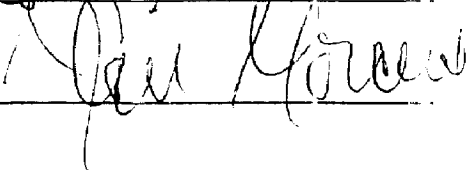
c. The stock of Video will be surrendered and cancelled on the books of the corporation and Video will be deemed merged into Entertainment.

8. On the effective date of the merger, all of the property, powers, inventory, interests and assets of each of the corporations and all of their debts on whatever account of either of them shall be vested in and be the obligation of Entertainment as the surviving corporation without further act or deed.

9. IN WITNESS WHEREOF, the undersigned have hereunto set their signatures in the capacities indicated adopting this Agreement and Plan of Merger as outlined as of 28 March, 1995.

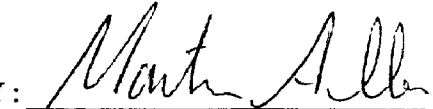
WITNESS:






HOME-VISION VIDEO

BY:



Martin Allen, President



Martin Allen, Shareholder and
Director of Home-Vision Video
and Home Vision Entertainment
Inc.

Dem H Smith

Dem H Smith

Dem H Smith

Dem H Smith

Dem H Smith

William Allen
William Allen, Shareholder
and Director of Home-Vision
Video and Home Vision
Entertainment, Inc.

James Howard
James Howard, Shareholder and
Director of Home-Vision Video
and Home Vision Entertainment,
Inc.

William Guerrette, Jr.
William Guerrette, Jr.,
Shareholder and Director of
Home Vision Entertainment
Inc.

Terry R. Drake
Terry Drake, Shareholder and
Director of Home Vision
Entertainment, Inc.

Jeffrey Owen
Jeffrey Owen, Shareholder and
Director of Home Vision
Entertainment, Inc.

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 28th day of March, 1995, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Home Vision Entertainment, Inc. a Delaware corporation and Home Vision Video, a Maine corporation.

WITNESSETH that:

WHEREAS, both corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Home Vision Entertainment, Inc. hereby merges into itself Home Vision Video and said Home Vision Video shall be and hereby is merged into Home Vision Entertainment, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Home Vision Entertainment, Inc., as heretofore amended and as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect as the "Certificate of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of Home Vision Video into the shares or other securities of the surviving corporation shall be as follows:

(The following may be used if the share of the surviving corporation are to remain issued and outstanding. Adaption is needed if any shares are not to remain issued and outstanding)

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, and all rights in respect thereto shall forthwith be changed and converted into 3.225 shares of common stock of the surviving corporation.

(c) After the effective dated of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this

Agreement, each registered owner of any uncertified shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until next annual meeting of stockholders and until their successors shall have been elected and qualified. (Delaware law provides that any instrument filed is effective upon its filing date. Any instrument may provide that is not to become effective until a specified time subsequent to the time it is filed, but not later than the 90th day after the date of its filing. Use the following if an effective time for the merger is to be specified)

(c) This merger shall become effective on April 1, 1995.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all

property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of said cooperations on this 28th day of March, 1995.

Home Vision Video

Martin Allen

By: Martin Allen

Its: President

(Note: In addition to the above execution, Delaware law requires a Certificate of the Secretary or Assistant Secretary of the Delaware corporation as set forth on alternate pages 6 through 11 of this form)

Home Vision Entertainment, Inc.

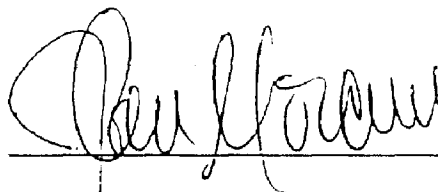
Martin Allen

By: Martin Allen

Its: President

I, John Moncure, Assistant Secretary of Home Vision Entertainment, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on the behalf of the said corporation and having been said on behalf of Home Vision Video, a corporation of the State of Maine, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding 10,000 shares of the capital stock of the corporation, same being all shares issued and outstanding having voting power, and written notice of adoption of the Agreement of Merger has been given as provided in Section 228 of Title 8 of the Delaware Code to every stockholder entitled to such notice, which Agreement of Merger was thereby adopted as the act of the stockholders of said Home Vision Entertainment, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 20th day of March, 1995.



Assistant Secretary

For Use By The Secretary of State	
File No.	
Fee Paid	
C.B.	
Date	

STATE OF MAINE

(MERGER OF DOMESTIC AND FOREIGN CORPORATIONS)

FILED
03/29/1995

Mary Cooper
Deputy Secretary of State

A True Copy When Attested
By Signature

Mary Cooper
Deputy Secretary of State

ARTICLES OF MERGER

Pursuant to 13-A MRSA §906, the following corporations adopt these Articles of Merger:

FIRST: The names and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Home Vision Entertainment, Inc.	Delaware
Home-Vision Video	Maine

SECOND: The laws of the State(s) of Delaware, under which the foreign corporation(s) is (are) organized, permit such merger.

THIRD: The name of the surviving corporation is Home Vision Entertainment, Inc.; and it is to be governed by the laws of the State of: Delaware.

FOURTH: The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.

FIFTH: For each participating domestic corporation, the number of shares outstanding, entitled to vote and the number of such shares voted for and against the plan are as follows:

<u>Name of Corporation</u>	<u>Number Outstanding</u>	<u>Number Entitled to Vote</u>	<u>Number Voted For</u>	<u>Number Voted Against</u>
Home-Vision Video	2,170	2,170	2,170	0

SIXTH: If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Number Voted For</u>	<u>Number Voted Against</u>
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N/A

(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation.)

SEVENTH: The plan was adopted by the participating corporation which is to become the surviving corporation without a vote of its shareholders, pursuant to section §902, sub-§5. The number of shares of each class a) outstanding immediately prior to the effective date of the merger, and b) to be issued or delivered pursuant to the plan of merger are as follows:

<u>Designation of Class</u>	<u>Number Outstanding Immediately Prior to Effective Date</u>	<u>Number Issued or Delivered Pursuant to the Merger</u>
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EIGHTH: The address of the registered office of the surviving corporation is* _____

14 Maine Street, P.O. Box 636, Brunswick, Maine 04011
(street, city, state and zip code)

The address of the registered office of the merged corporation is* _____

14 Maine Street, P.O. Box 636, Brunswick, Maine 04011
(street, city, state and zip code)

NINTH: Effective date of the merger (if other than date of filing of Articles) is

April 1, 1995.

(Not to exceed 60 days from date of filing of the Articles.)

Dated: March 28, 1995

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders of
<u>Home-Vision Video</u> (Name of Corporation)
<u>John F. Barnicle, clerk</u> (signature of clerk, secretary or asst. secretary)

Home-Vision Video
(Participating Domestic Corporation)

By John F. Barnicle
(signature)

John F. Barnicle, Clerk
(type or print name and capacity)

By _____
(signature)

(type or print name and capacity)

Dated: _____

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders of
_____ (Name of Corporation)
_____ (signature of clerk, secretary or asst. secretary)

(Participating Domestic Corporation)

By _____
(signature)

(type or print name and capacity)

By _____
(signature)

(type or print name and capacity)

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

This document **MUST** be signed by (1) the **Clerk** OR (2) the **President** or a vice-president **AND** the **Secretary**, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the **directors** or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the **holders, of record of a majority of all outstanding shares** entitled to vote thereon OR (5) the **holders of all outstanding shares**.

(To be filed with Articles of Merger when the surviving corporation is to be governed by the laws of any jurisdiction other than Maine.)

AGREEMENT BY

Home Vision Entertainment, Inc.
surviving corporation

TO PAY DISSENTING SHAREHOLDERS OF DOMESTIC CORPORATIONS AND APPOINTMENT OF SECRETARY OF STATE AS AGENT

Pursuant to 13-A MRSA §906(4) the undersigned corporation submits the following agreement and appointment of agent to accept service of process.

FIRST: The corporation agrees that it will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they are entitled under Title 13-A (Maine Business Corporation Act) with respect to the rights of dissenting shareholders.

SECOND: The corporation agrees that it may be served with process in the State of Maine in any proceeding to enforce any obligation of a participating domestic corporation or any participating foreign corporation previously subject to suit in the State of Maine, or to enforce the right of dissenting shareholders of any participating domestic corporation against the new corporation.

THIRD: The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings.

FOURTH: The address to which the Secretary of State shall mail a copy of any process in such proceeding is 14 Maine Street, P.O. Box 636, Brunswick, Maine 04011

FIFTH: The address of the registered office of the corporation is* 14 Maine Street, P.O. Box 636 Brunswick, Maine 04011
(street, city, state and zip code)

Dated: March 27, 1995

Home Vision Entertainment, Inc.
(surviving corporation)

By Martin Allen
(signature)

Martin Allen, President
(type or print name and capacity)

By John Moncure
(signature)

John Moncure, Assistant Secretary
(type or print name and capacity)

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president **AND** the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares.