

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027



01-16-2001

U.S. Patent & TMOfo/TM Mail Rept. Dt. #40

01-30-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

1.16.01

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
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

Formerly

2098404

- 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)

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- 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

01/29/2001 DBYRNE 00000567 2098404

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01 FC:481
02 FC:482

40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002224 FRAME: 0412

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)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2098404"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2090181"/>	<input type="text"/>	<input type="text"/>
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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 W. Gray, Jr.

Edward W. Gray, Jr.

1/15/01

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

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

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AUTHENTICATION:

9229840

DATE:

07-31-98

ATTORNEY COPY
TRADEMARK

REEL: 002224 FRAME: 0414

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:20 PM 07/31/15'98
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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 31st day of July, 1998.

L:\MERRILL\CORP_MERGER

07/31/98

15:20

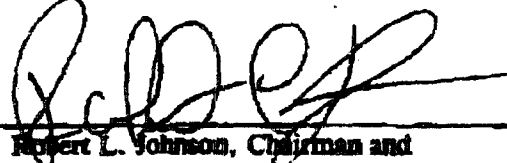
SKADDEN ARPS → DIVISION OF CORP

NO. 046

008

BLACK ENTERTAINMENT HOLDINGS, INC.

By:



Robert L. Johnson, Chairman and
Chief Executive Officer

Attest:

By:



Byron F. Marchant, Secretary

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