

04-05-2001

1 SHEET
ONLY



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3/27/01
Tab settings

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

1. Name of conveying party(ies): **Astroworld, Inc.**

Individual(s) Association

General Partnership Limited Partnership

Corporation-State (DE)

Other _____

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

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

Name: **Six Flags Theme Parks Inc.**

Internal Address: c/o Premier Parks Inc.

Street Address: 11501 Northeast Expressway

City: Oklahoma City State: OK ZIP: 10168

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: September 28, 1993

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

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) **1,170,636 and 1,704,820**

Additional numbers attached? Yes No

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

Name: Jason A. Cohen, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00

Enclosed

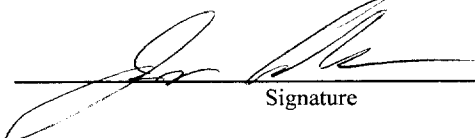
Authorized to be charged to deposit account

8. Deposit account number:

(Attached 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.

Jason A. Cohen, Esq.  3/27/01

Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 6

04/04/2001 TDIAZ1 00000021 1170636

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 25.00 OP

TRADEMARK
REEL: 002263 FRAME: 0481

CONTINUATION OF ITEM ONE FROM RECORDATION COVER SHEET

1. Name of conveying party(ies):

(1) Great Adventure, Inc. (DE Corporation)

(2) Six Flags Great America, Inc. (DE Corporation)

(3) Six Flags Over Mid-America, Inc. (DE Corporation)

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 OWNERSHIP, WHICH MERGES:

"ASTROWORLD, INC.", A DELAWARE CORPORATION,
"GREAT ADVENTURE, INC.", A DELAWARE CORPORATION,
"SIX FLAGS GREAT AMERICA, INC.", A DELAWARE CORPORATION,
"SIX FLAGS OVER MID-AMERICA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SIX FLAGS THEME PARKS INC." UNDER THE NAME OF "SIX FLAGS THEME PARKS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1993, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8984842

DATE: 03-23-98

TRADEMARK
REEL: 002263 FRAME: 0483

**Certificate of Ownership and Merger Merging
Great Adventure, Inc.; Six Flags Over Mid-America, Inc.;
Six Flags Great America, Inc.; and
Astroworld, Inc. into Six Flags Theme Parks Inc.
Pursuant to Section 253 of The General
Corporation Law of the State of Delaware**

Six Flags Theme Parks Inc., a corporation organized and existing pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the Corporation owns all the outstanding capital stock of Great Adventure, Inc.; Six Flags Over Mid-America, Inc.; Six Flags Great America, Inc.; and Astroworld, Inc., all Delaware corporations (the "Subsidiaries");

SECOND: That as of the 27th day of September, 1993, the Board of Directors of the Corporation duly adopted the following resolutions, which have not been modified or amended and remain in full force and effect on the date hereof, to effect a merger (the "Merger") of the Subsidiaries into the Corporation:

RESOLVED that it is advisable and for the benefit of the corporation and the Subsidiaries that the Subsidiaries be merged into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger"); and that the Merger shall become effective, and the corporate existence of the Subsidiaries shall cease, upon the date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") with respect to the Merger.

RESOLVED that the Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all the rights, privileges, powers and assets of each of the Corporation and the subsidiaries (the "Constituent Corporations") in the Merger as the same were held and enjoyed by each of them prior to the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL.

RESOLVED that the Certificate of Incorporation of the Corporation, as it may have been heretofore amended, shall continue in full force and effect as the certificates of incorporation of the surviving Corporation, until amended as provided by law.

RESOLVED that the appropriate officers of the Corporation are authorized to file or to cause to be filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to Sections 103 and 253 of the DGCL. As soon as practicable following such filing with the Secretary of State, the appropriate officers of the Surviving Corporation shall file or cause to be filed a copy of the aforesaid Certificate of Ownership and Merger, certified by the Secretary of State of the State of Delaware, in the office of the Recorder of the County of Kent in the State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL and will cause to be performed any and all other necessary acts within the State of Delaware and within any other appropriate jurisdiction required in connection with the Merger.


RESOLVED that the foregoing resolutions may be terminated or amended by further resolutions of the Board of Directors of the Corporation or of any duly authorized committee thereof at any time prior to the effective date of the Merger.

THIRD: That the Corporation shall be the surviving corporation in the Merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its

Sr. Vice President and attested by its Assistant Secretary
as of the 28th day of September, 1993.

Six Flags Theme Parks Inc.

By: 
Name: Scott W. Bernstein
Title: Sr. Vice President

Attest:


Name: Andrew Barkley
Title: Assistant Secretary