

04-20-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 3-27-01

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
 02 4 2000

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
 02 4 2000

Formerly 75886902

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)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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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)

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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)

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

(Credit Card)

(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.

Leslie H. Smith

Name of Person Signing

Leslie H. Smith

Signature

March 26, 2001

Date Signed

Secretary of State
Corporations Section

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**AMENDMENT TO THE ARTICLES OF ORGANIZATION
FOR A COLORADO LIMITED LIABILITY COMPANY**

CHANGE OF NAME

Pursuant to the provisions of the Colorado Limited Liability Company Act, the Articles of Organization shall be amended as set forth herein:

Starz Encore Media Group LLC

Exact name of limited liability company

5445 UTC Parkway, Suite 600

Principal Address

Englewood
City

CO
State

80111

Zip

CIRCLE ALL THAT APPLY:

A. There is change in the name of the limited liability company to:

Starz Encore Group LLC

B. There is a change in the dissolution date of the limited liability company to: _____

C. There is a false or erroneous statement or the members desire to change any other statement in the Articles of Organization. Describe below:

D. All of the members have elected to accept the 1994 amendments to the Limited Liability Company Act.

ENCORE MEDIA CORPORATION, Manager

Signature

Steven Beabout, Senior Vice President,
General Counsel and Secretary

Revised 7/95