

05-02-2001

4/23/01



101697896

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

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  
 1 30 01

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year  
 1 30 2001

Formerly

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

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

05/02/2001 DBYRNE 00000035 75704289  
01 FC:481 40.00 OP  
02 FC:482 500.00 OP

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:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002284 FRAME: 0720

**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" value="75/704,289"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,907,110"/>	<input type="text" value="1,458,154"/>	<input type="text" value="2,044,307"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,095,992"/>	<input type="text" value="1,454,998"/>	<input type="text" value="1,766,686"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,905,525"/>	<input type="text" value="1,871,175"/>	<input type="text" value="1,406,312"/>

**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: #

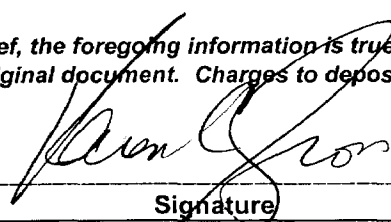
Authorization to charge additional fees: Yes  No

**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.

Karen C. Gross

Name of Person Signing



Signature

April 20 2001

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional 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

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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" value="1,398,131"/>	<input type="text" value="1,462,568"/>	<input type="text" value="2,098,601"/>
<input type="text" value="1,909,882"/>	<input type="text" value="1,497,523"/>	<input type="text" value="1,992,042"/>
<input type="text" value="1,840,130"/>	<input type="text" value="1,571,684"/>	<input type="text" value="1,464,447"/>
<input type="text" value="2,341,925"/>	<input type="text" value="2,404,647"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GOODTIMES HOME VIDEO CORP.", CHANGING ITS NAME FROM "GOODTIMES HOME VIDEO CORP." TO "GOODTIMES ENTERTAINMENT LIMITED", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2001, AT 6:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2047830 8100

AUTHENTICATION: 0946593

010050432

DATE: 01-31-01

TRADEMARK  
REEL: 002284 FRAME: 0723

**CERTIFICATE OF AMENDMENT**

**OF**

**CERTIFICATE OF INCORPORATION**  
\*\*\*\*\*

GoodTimes Home Video Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,  
**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

**RESOLVED,** that the Certificate of Incorporation of GoodTimes Home Video Corp. be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is GoodTimes Entertainment Limited."

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said GoodTimes Home Video Corp. has caused this certificate to be signed by Karen Charal Gross, its Senior Vice President, this 29<sup>th</sup> day of January, 2001.

GoodTimes Home Video Corp.

By   
Karen Charal Gross, Senior Vice President