

06-04-2001

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 5.25.01 Levy Home Entertainment, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State (Illinois) [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: Levy Home Entertainment LLC Internal Address: Street Address: 4201 Raymond Drive City: Hillside State: IL Zip: 60162 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [X] Other Delaware Limited Liability Company If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [ ] No

3. Nature of conveyance: [ ] Assignment [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: October 29, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,724,395 1,442,858 40E Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carol Anne Been Internal Address: Sonnenschein Nath & Rosenthal PO Box #061080 Street Address: Wacker Drive Station Sears Tower City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number: (Attach 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.

Carol Anne Been Name of Person Signing

Signature

May 25, 2001 Date

Total number of pages including cover sheet, attachments, and document: [ ]

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

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TRADEMARK REEL: 002307 FRAME: 0431

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
LEVY HOME ENTERTAINMENT LLC

ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 29TH day of OCTOBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



*Jesse White*

Secretary of State

SCA-11.39

ARTICLES OF MERGER  
Between Illinois Corporations  
and Limited Liability Companies

File # 4947-964-6

White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Phone (217) 782-6961  
www.sos.state.il.us

**FILED**

OCT 29 1999

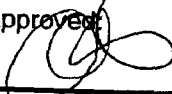
JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 10/29/99

Filing Fee \$100. -

Approved 

**DO NOT SEND CASH!**  
Payment in check or money  
order payable to "Secretary of State."  
Fee is \$100, but if merger  
involves more than 2 corporations,  
\$100 for each additional corporation.

Names of the corporations and limited liability companies proposing to merge and the state or country of their organization:

Name of Corporation Limited Liability Company	State or Country of Organization	Corporation File Number
Levy Home Entertainment, Inc.	Illinois	5168-800-7
Levy Home Entertainment LLC	Delaware	

The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

- (a) Name of the surviving party: Levy Home Entertainment LLC
- (b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

Plan of merger is as follows:

SEE ATTACHED EXHIBIT

**EXPEDITED**

OCT 29 1999

SECRETARY OF STATE

Plan of merger was approved, as to each limited liability company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Levy Home Entertainment, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if survivor is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois

- a. The surviving, limited liability company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving limited liability company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

(a.) The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated October 29, 1999  
(Month & Day) (Year)

Levy Home Entertainment, Inc.  
(Exact Name of Corporation)

attested by *Beth B. Corvino*  
(Signature of Secretary or Assistant Secretary)

by *ck Carol Kloster*  
(Signature of President or Vice President)

Beth B. Corvino, Secretary  
(Type or Print Name and Title)

Carol G. Kloster, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

\_\_\_\_\_  
(Exact Name of Corporation)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Type or Print Name and Title)

7.(b.) The undersigned limited liability companies have caused these articles to be signed by their duly authorized person, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated October 29, 1999  
(Month & Day) (Year)

Levy Home Entertainment LLC  
(Exact Name of Limited Liability Company)

by *ck Carol Kloster*  
(Signature)

Carol G. Kloster, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

Levy Home Entertainment, Inc., Managing  
(Exact Name of Limited Liability Company) Member

by \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name and Title)