



RECORD
TF

05-22-2001

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

05-11-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #72

Commissioner for Patents &



101730471

and original document(s) or copy(ies).

1. Name of conveying party(ies):
TL Holdings, Inc.

Individual(s) Association **S-1101**
 General Partnership Limited Partnership **C**
 Corporation Other: _____

Citizenship/State of Incorporation/Organization: Oregon
 Additional name(s) of conveying party(ies) attached? Yes No
 Execution date: June 6, 1997

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

Name: **Renaissance Holdings, Inc.**
 Street Address: **2700 Sanders Road**
Prospect Heights, IL 60070

S-200

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 License Nunc Pro Tunc Assignment
 Effective Date: _____

Other: Corrective Document to correct erroneously assigned trademark registration no. 1,861,542

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other: _____

4. Nature of submission:

New
 Resubmission (Non-Recordation) Document ID# _____
 Correction of PTO error
 Reel #: _____ Frame #: _____

Corrective Document
 Reel #: 2080 Frame #: 0408
 Correctly Assigned Reg. No. 1,802,916

Citizenship/State of Incorporation/Organization: Oregon

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

5. Application number(s) or registration number(s):

A. Trademark Application No.(s)
 B. Trademark Registrations No.(s)
1,861,542

Additional numbers attached? Yes No

ATTORNEY DOCKET NO.: 5145-59

6. Correspondent name and address:

LAFF, WHITESEL & SARET, LTD.
 ATTORNEYS AT LAW
 401 NORTH MICHIGAN AVENUE
 SUITE 1700
 CHICAGO, ILLINOIS 60611-4212

Direct telephone calls to: Larry L. Saret
 at telephone no. (312) 661-2100 or fax no. (312) 661-0029

EXPRESS MAILING LABEL

I hereby certify that this paper and fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner for Patents and Trademarks, Box Assignments, Washington, DC 20231. The person mailing this paper/fee is: on 5-11-01 Label No.: ELH71960191US

Typed name: Michael A. Finnegan

7. Total number of properties involved: 1

Total pages including cover sheet & attachments: _____

Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account #12-0064
 Authorization to charge additional fees

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

Larry Saret Larry Saret May 10, 2001
 Name of Person Signing Signature Date

Mail documents to be recorded with required cover sheet information to:
 Commissioner for Patents & Trademarks, Box Assignments, Washington, DC 20231
TRADEMARK

REEL: 002310 FRAME: 0178

05-31-2000

D

FOR (Rev. OMB 05-02-2000)

05-02-2000

CORRECTION



ET

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

U.S. Patent & TMO/TM Mail Rpt Dt #70

101369516

To Commissioner for Patents and Trademarks. Please return the attached original document(s) or copy(ies).

1. Name of conveying party(ies):
 TL Holdings, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Other: _____

Citizenship/State of Incorporation/Organization: Oregon
 Additional name(s) of conveying party(ies) attached? Yes No
 Execution date: June 6, 1997

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

Name: Renaissance Holdings, Inc.
 Street Address: 2700 Sanders Road
Prospect Heights, IL 60070 USA

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other: _____

Citizenship/State of Incorporation/Organization: Oregon

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 License Nunc Pro Tunc Assignment
 Effective Date: _____
 Other: _____

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

4. Nature of submission:

New
 Resubmission (Non-Recordation) Document ID# _____
 Correction of PTO error
 Reel #: _____ Frame #: _____
 Corrective Document
 Reel #: _____ Frame #: _____

5. Application number(s) or registration number(s):

A. Trademark Application No.(s)
 B. Trademark Registrations No.(s)
1,802,916
1,805,539
1,861,452

Additional numbers attached? Yes No

ATTORNEY DOCKET NO.: 5145-060

6. Correspondent name and address:

LAFF, WHITESEL & SARET, LTD.
 ATTORNEYS AT LAW
 401 NORTH MICHIGAN AVENUE
 SUITE 1700
 CHICAGO, ILLINOIS 60611-4212

Direct telephone calls to: Larry L. Saret
 at telephone no. (312) 661-2100 or fax no. (312) 661-0029

CERTIFICATE OF MAILING
 I hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to: Commissioner for Patents and Trademarks, Box Assignments, Washington, DC 20231 on May 2, 2000 Label No. EL 565 968 937 US

7. Total number of properties involved: 3
 Total pages including cover sheet & attachments: 9

Total fee (37 CFR 3.41)\$ 90.00

Enclosed
 Authorized to be charged to deposit account #12-0064
 Authorization to charge additional fees to 12-0064

(Attach duplicate copy of this page if paying by deposit account)

05 3172000 DNGSTER 00080063 1802916

01 EC:481 40.00 OP
 02 RC:462 40.00 OP

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.

Larry L. Saret Larry L. Saret May 2, 2000
 Name of Person Signing Signature Date

Mail documents to be recorded with required cover sheet information to: Commissioner for Patents & Trademarks, Box Assignments Washington, DC 20231

TRADEMARK REEL: 002310 FRAME: 0179

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Articles of
Amendment
filed on
June 6, 1997
for

TL HOLDINGS, INC.

is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By Sally L. Burdick
Sally L. Burdick
June 6, 1997

267140-85

4.8 Method of Payment.

4.8.1 Ordinary Payments. Any payment at any time due with respect to any share of the capital stock of the corporation shall be paid by means of a check to the order of the record holder of such share at the address for such record holder shown on the corporation's records, which check shall be mailed by United States Mail not later than the due date of the payment.

4.8.2 When Payment Deemed to Have Been Made. Any payment at any time due with respect to any share of the capital stock of the corporation shall be deemed to have been paid by the corporation at the time such payment shall have been deposited in the United States Mail pursuant to Section 4.8.1; provided, however, if any check or other medium by which any payment shall prove not be immediately collectible on the due date of the payment being made, such payment shall not be deemed to have been made until cash in the amount of such payment shall actually be received by the person entitled to receive such payment.

4.9 Replacement. Upon receipt by the corporation of evidence reasonably satisfactory to it of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of capital stock of the corporation (a "Lost Certificate"), the corporation at its expense will execute and deliver a new certificate of like kind, representing the number of shares of stock represented by the Lost Certificate.

264140-85

FILED

JUN 06 1997

OREGON
SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
TL HOLDINGS, INC.

1. Pursuant to Section 60.447 of the Oregon Business Corporation Act, the undersigned corporation executes the following Articles of Amendment to its Restated Articles of Incorporation (the "Restated Articles"):

2. The name of the corporation is TL Holdings, Inc. (the "Corporation").

3. The following amendments (the "Amendments") to the Restated Articles were adopted by the Board of Directors of the Corporation on May 22, 1997 and by its shareholders on June 5, 1997.

4. Article 1 of the Restated Articles is amended to read in its entirety as follows:

The name of the corporation is Renaissance Holdings, Inc.

5. Article 4 of the Restated Articles is amended to read in its entirety as follows:

4.1 Authorized Capital. The corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Class B Common Stock." The total number of shares of stock which the corporation shall have authority to issue shall be 50,000,000, consisting of 25,000,000 shares of Common Stock, \$0.01 par value, and 25,000,000 shares of Class B Common Stock, \$0.01 par value.

4.2 Common Stock. Subject to any preferential or other rights granted to the holders of shares of Class B Common Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of funds of the corporation legally available therefor, at the rate and at the time or times as may be provided by the Board of Directors, and shall be entitled to receive distributions legally payable to shareholders upon liquidation of the corporation. The holders of shares of Common Stock, on the basis of one vote per share, shall have the right to vote for the election of members of the Board of Directors of the corporation and the right to vote on all other matters.

4.3 Class B Common Stock. All shares of Class B Common Stock shall be convertible into shares of Common Stock as set forth

269140-85

in Section 4.5 hereof. The holders of shares of Class B Common Stock shall be entitled to the same rights as holders of shares of Common Stock (including, without limitation, with respect to dividends) and to a liquidation preference as provided in Section 4.4, and to preemptive rights as approved by the Board of Directors.

4.4 Liquidation.

4.4.1 Rights of Holders of Class B Common Stock. In the event of any voluntary or involuntary liquidation (whether complete or partial), sale of all or substantially all of the assets of the corporation, dissolution or winding up of the corporation (a "Liquidation"), the holders of shares of Class B Common Stock shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders an amount equal to \$2.51 per share (appropriately adjusted for any dividend, subdivision or combination of such Class B Common Stock), plus all declared but unpaid dividends thereon to the date of final distribution (the "Class B Preference"). No distribution shall be made by reason of a Liquidation to the holders of shares of Common Stock or any other securities junior, with respect to liquidation rights, to the Class B Common Stock unless each holder of Class B Common Stock shall have received all amounts to which such holder is entitled pursuant to this Section 4.4.1.

4.4.2. Rights of Holders of Common Stock. After setting apart or paying in full the preferential amounts due the holders of shares of Class B Common Stock as provided in Section 4.4.1, if assets available for distribution remain in the corporation, the holders of shares of Common Stock shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders an amount equal to the Class B Preference. After setting apart or paying in full the preferential amounts due the holders of shares of Class B Common Stock as provided in Section 4.4.1, and setting aside or paying in full the amounts due the holders of shares of Common Stock as provided in the previous sentence of this Section 4.4.2., if assets available for distribution remain in the corporation, the holders of shares of Class B Common Stock and the holders of shares of Common Stock shall be entitled to share ratably (as though all the Class B Common Stock were converted to Common Stock under Section 4.5 hereof),

269140-85

in the remaining assets of the corporation. subject to Section 4.4.3.

4.4.3. Allocation of Liquidation Payments If Assets Are Insufficient. If upon Liquidation of the corporation the assets of the corporation available to holders of shares of Class B Common Stock shall be insufficient to pay the full amounts due such holders under Section 4.4.1, each holder of Class B Common Stock shall be entitled to receive a pro rata portion of the total amount available. The pro rata portion received by each holder of Class B Common Stock shall be equal to the percentage that such holder's share of Class B Common Stock represents to the total number of shares of Class B Common Stock outstanding.

4.5 Conversion of Class B Common Stock.

4.5.1 Conversion Period. Except as otherwise expressly provided herein, the holders of shares of Class B Common Stock may exercise all or any portion of the conversion rights provided for herein at any time after the date of issuance.

4.5.2 Exercise Procedure. Any Class B Common Stock will be deemed to have been converted when the corporation receives written notification of the holder's intention to convert accompanied by the certificate representing the Class B Common Stock to be converted endorsed to reflect such conversion (the "Conversion Date"); whereupon the corporation shall issue so many shares of its Common Stock ("Conversion Stock") computed on the basis of one share of Common Stock for one share of Class B Common Stock so converted (adjusted as provided for in the anti-dilution provisions set forth in Section 4.6) (the "Conversion Rate").

4.5.3 Delivery of New Certificates. Certificates for Conversion Stock shall be delivered to the Holder as promptly as practicable after the Conversion Date. If less than all the Class B Common Stock represented by the surrendered certificate is to be converted, the corporation shall deliver a new certificate representing the Class B Common Stock that has not been converted and deliver it to

269140-85

the holder together with the certificate for the Conversion Stock.

4.5.4 Authorization and Issuance. The corporation covenants and agrees that:

(i) The Conversion Stock shall be deemed to have been issued to the person exercising such conversion privilege on the Conversion Date, and the person exercising such conversion shall be deemed for all purposes to have been the record holder of the Conversion Stock on the Conversion Date.

(ii) All Conversion Stock which may be issued upon any conversion of Class B Common Stock will, upon issuance, be fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

(iii) The corporation will, at no time, close its transfer books against the transfer of Class B Common Stock or of any Conversion Stock issued upon conversion of the Class B Common Stock in any manner which interferes with the timely conversion of the Class B Common Stock.

(iv) The corporation will at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, for the purpose of issuance upon exercise of the conversion rights of the holders of shares of Class B Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the exercise thereof in whole.

4.6 Anti-Dilution Provisions. If the corporation: (a) pays a dividend in shares of its Common Stock; (b) subdivides its outstanding shares of Common Stock into a greater number of shares; (c) combines its outstanding shares of Common Stock into a smaller number of shares; (d) distributes to all holders of its Common Stock shares of its capital stock other than Common Stock; or (e) issues by reclassification of its shares of Common Stock any shares of its capital stock, then the Conversion Rate of the Class B Common Stock

269140-85

in effect immediately prior to the action shall be adjusted so that holders of shares of Class B Common Stock may receive, with respect to any Class B Common Stock thereafter converted, the number of shares of Common Stock or other capital stock of the corporation which such holders of Class B Common Stock would have received immediately following such action if such holders of Class B Common Stock had converted such Class B Common Stock immediately prior to such action and the dividends to be received by the holders of the Class B Common Stock shall be adjusted to reflect any such change in the Conversion Rate.

4.7 Voting Rights.

4.7.1 Voting Rights of Class B Common Stock. Except as otherwise expressly provided in Section 4.7.2 hereof, or as required by law, each holder of Class B Common Stock shall be entitled to vote for the election of members of the board of directors and on all other matters and shall be entitled to that number of votes equal to the largest number of whole shares of Common Stock into which such holder's shares of Class B Common Stock could be converted under Section 4.5 hereof, at the record date for the determination of shareholders entitled to vote on such matter, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

4.7.2 Restrictions and Limitations. Except as expressly provided herein or as required by law, the holders of Common Stock and Class B Common Stock shall vote as a single class on all matters. Notwithstanding the foregoing, so long as any shares of Class B Common Stock remain outstanding the corporation shall not, without the approval by vote or written consent of the holders of a majority of the shares of Class B Common Stock then outstanding authorize or issue any class or series of securities of the corporation senior to or on parity with (in terms of such securities' rights, preferences and privileges, and not merely in terms of economic rights which derive solely from different purchase prices as compared to the Class B Common Stock), the Class B Common Stock as stated by the terms hereof.

267140-85

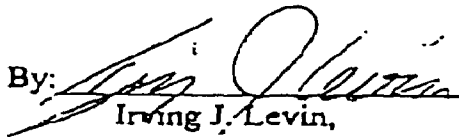
6. Shareholder action was required to adopt the Amendments. The shareholder vote was as follows:

<u>Class or Series of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Cast For</u>	<u>Number of Votes Cast Against</u>
Common Stock	181,000	181,000	166,000	-0-
Preferred Stock	1,113,500	1,113,500	1,103,921	-0-

7. These Articles of Amendment are executed by the Corporation by its duly authorized officer.

Dated this 6th day of June, 1997

TL HOLDINGS, INC.

By: 
Irving J. Levin,
Chief Executive Officer

Person to contact about this filing:

T. Hale Boggs, Esq.
Manatt, Phelps & Phillips, LLP
11355 West Olympic Boulevard
Los Angeles, CA 90064
(310) 312-4269

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

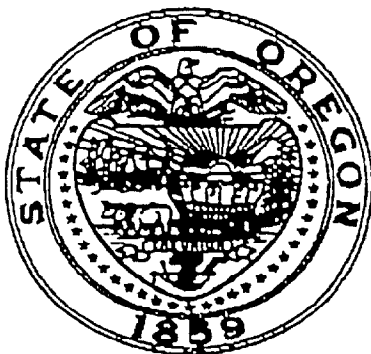
That the attached copy of the
Articles of
Amendment
filed on
June 6, 1997
for

TL HOLDINGS, INC.

is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By

Sally L. Burdick
Sally L. Burdick

June 6, 1997

264140-85

ARTICLES OF AMENDMENT
OF
TL HOLDINGS, INC.

FILED

JUN 06 1997

OREGON
SECRETARY OF STATE

1. Pursuant to Section 60.447 of the Oregon Business Corporation Act, the undersigned corporation executes the following Articles of Amendment to its Restated Articles of Incorporation (the "Restated Articles"):

2. The name of the corporation is TL Holdings, Inc. (the "Corporation").

3. The following amendments (the "Amendments") to the Restated Articles were adopted by the Board of Directors of the Corporation on May 22, 1997 and by its shareholders on June 5, 1997.

4. Article 1 of the Restated Articles is amended to read in its entirety as follows:

The name of the corporation is Renaissance Holdings, Inc.

5. Article 4 of the Restated Articles is amended to read in its entirety as follows:

4.1 Authorized Capital. The corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Class B Common Stock." The total number of shares of stock which the corporation shall have authority to issue shall be 50,000,000, consisting of 25,000,000 shares of Common Stock, \$0.01 par value, and 25,000,000 shares of Class B Common Stock, \$0.01 par value.

4.2 Common Stock. Subject to any preferential or other rights granted to the holders of shares of Class B Common Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of funds of the corporation legally available therefor, at the rate and at the time or times as may be provided by the Board of Directors, and shall be entitled to receive distributions legally payable to shareholders upon liquidation of the corporation. The holders of shares of Common Stock, on the basis of one vote per share, shall have the right to vote for the election of members of the Board of Directors of the corporation and the right to vote on all other matters.

4.3 Class B Common Stock. All shares of Class B Common Stock shall be convertible into shares of Common Stock as set forth

in Section 4.5 hereof. The holders of shares of Class B Common Stock shall be entitled to the same rights as holders of shares of Common Stock (including, without limitation, with respect to dividends) and to a liquidation preference as provided in Section 4.4, and to preemptive rights as approved by the Board of Directors.

4.4 Liquidation.

4.4.1 Rights of Holders of Class B Common Stock. In the event of any voluntary or involuntary liquidation (whether complete or partial), sale of all or substantially all of the assets of the corporation, dissolution or winding up of the corporation (a "Liquidation"), the holders of shares of Class B Common Stock shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders an amount equal to \$2.51 per share (appropriately adjusted for any dividend, subdivision or combination of such Class B Common Stock), plus all declared but unpaid dividends thereon to the date of final distribution (the "Class B Preference"). No distribution shall be made by reason of a Liquidation to the holders of shares of Common Stock or any other securities junior, with respect to liquidation rights, to the Class B Common Stock unless each holder of Class B Common Stock shall have received all amounts to which such holder is entitled pursuant to this Section 4.4.1.

4.4.2. Rights of Holders of Common Stock. After setting apart or paying in full the preferential amounts due the holders of shares of Class B Common Stock as provided in Section 4.4.1, if assets available for distribution remain in the corporation, the holders of shares of Common Stock shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders an amount equal to the Class B Preference. After setting apart or paying in full the preferential amounts due the holders of shares of Class B Common Stock as provided in Section 4.4.1, and setting aside or paying in full the amounts due the holders of shares of Common Stock as provided in the previous sentence of this Section 4.4.2., if assets available for distribution remain in the corporation, the holders of shares of Class B Common Stock and the holders of shares of Common Stock shall be entitled to share ratably (as though all the Class B Common Stock were converted to Common Stock under Section 4.5 hereof),

in the remaining assets of the corporation, subject to Section 4.4.3.

4.4.3. Allocation of Liquidation Payments If Assets Are Insufficient. If upon Liquidation of the corporation the assets of the corporation available to holders of shares of Class B Common Stock shall be insufficient to pay the full amounts due such holders under Section 4.4.1, each holder of Class B Common Stock shall be entitled to receive a pro rata portion of the total amount available. The pro rata portion received by each holder of Class B Common Stock shall be equal to the percentage that such holder's share of Class B Common Stock represents to the total number of shares of Class B Common Stock outstanding.

4.5 Conversion of Class B Common Stock.

4.5.1 Conversion Period. Except as otherwise expressly provided herein, the holders of shares of Class B Common Stock may exercise all or any portion of the conversion rights provided for herein at any time after the date of issuance.

4.5.2 Exercise Procedure. Any Class B Common Stock will be deemed to have been converted when the corporation receives written notification of the holder's intention to convert accompanied by the certificate representing the Class B Common Stock to be converted endorsed to reflect such conversion (the "Conversion Date"); whereupon the corporation shall issue so many shares of its Common Stock ("Conversion Stock") computed on the basis of one share of Common Stock for one share of Class B Common Stock so converted (adjusted as provided for in the anti-dilution provisions set forth in Section 4.6) (the "Conversion Rate").

4.5.3 Delivery of New Certificates. Certificates for Conversion Stock shall be delivered to the Holder as promptly as practicable after the Conversion Date. If less than all the Class B Common Stock represented by the surrendered certificate is to be converted, the corporation shall deliver a new certificate representing the Class B Common Stock that has not been converted and deliver it to

the holder together with the certificate for the Conversion Stock.

4.5.4 Authorization and Issuance. The corporation covenants and agrees that:

(i) The Conversion Stock shall be deemed to have been issued to the person exercising such conversion privilege on the Conversion Date, and the person exercising such conversion shall be deemed for all purposes to have been the record holder of the Conversion Stock on the Conversion Date.

(ii) All Conversion Stock which may be issued upon any conversion of Class B Common Stock will, upon issuance, be fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

(iii) The corporation will, at no time, close its transfer books against the transfer of Class B Common Stock or of any Conversion Stock issued upon conversion of the Class B Common Stock in any manner which interferes with the timely conversion of the Class B Common Stock.

(iv) The corporation will at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, for the purpose of issuance upon exercise of the conversion rights of the holders of shares of Class B Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the exercise thereof in whole.

4.6 Anti-Dilution Provisions. If the corporation: (a) pays a dividend in shares of its Common Stock; (b) subdivides its outstanding shares of Common Stock into a greater number of shares; (c) combines its outstanding shares of Common Stock into a smaller number of shares; (d) distributes to all holders of its Common Stock shares of its capital stock other than Common Stock; or (e) issues by reclassification of its shares of Common Stock any shares of its capital stock, then the Conversion Rate of the Class B Common Stock

269140-85

in effect immediately prior to the action shall be adjusted so that holders of shares of Class B Common Stock may receive, with respect to any Class B Common Stock thereafter converted, the number of shares of Common Stock or other capital stock of the corporation which such holders of Class B Common Stock would have received immediately following such action if such holders of Class B Common Stock had converted such Class B Common Stock immediately prior to such action and the dividends to be received by the holders of the Class B Common Stock shall be adjusted to reflect any such change in the Conversion Rate.

4.7 Voting Rights.

4.7.1 Voting Rights of Class B Common Stock. Except as otherwise expressly provided in Section 4.7.2 hereof, or as required by law, each holder of Class B Common Stock shall be entitled to vote for the election of members of the board of directors and on all other matters and shall be entitled to that number of votes equal to the largest number of whole shares of Common Stock into which such holder's shares of Class B Common Stock could be converted under Section 4.5 hereof, at the record date for the determination of shareholders entitled to vote on such matter, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

4.7.2 Restrictions and Limitations. Except as expressly provided herein or as required by law, the holders of Common Stock and Class B Common Stock shall vote as a single class on all matters. Notwithstanding the foregoing, so long as any shares of Class B Common Stock remain outstanding the corporation shall not, without the approval by vote or written consent of the holders of a majority of the shares of Class B Common Stock then outstanding authorize or issue any class or series of securities of the corporation senior to or on parity with (in terms of such securities' rights, preferences and privileges, and not merely in terms of economic rights which derive solely from different purchase prices as compared to the Class B Common Stock), the Class B Common Stock as stated by the terms hereof.

4.8 Method of Payment.

4.8.1 Ordinary Payments. Any payment at any time due with respect to any share of the capital stock of the corporation shall be paid by means of a check to the order of the record holder of such share at the address for such record holder shown on the corporation's records, which check shall be mailed by United States Mail not later than the due date of the payment.

4.8.2 When Payment Deemed to Have Been Made. Any payment at any time due with respect to any share of the capital stock of the corporation shall be deemed to have been paid by the corporation at the time such payment shall have been deposited in the United States Mail pursuant to Section 4.8.1; provided, however, if any check or other medium by which any payment shall prove not be immediately collectible on the due date of the payment being made, such payment shall not be deemed to have been made until cash in the amount of such payment shall actually be received by the person entitled to receive such payment.

4.9 Replacement. Upon receipt by the corporation of evidence reasonably satisfactory to it of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of capital stock of the corporation (a "Lost Certificate"), the corporation at its expense will execute and deliver a new certificate of like kind, representing the number of shares of stock represented by the Lost Certificate.

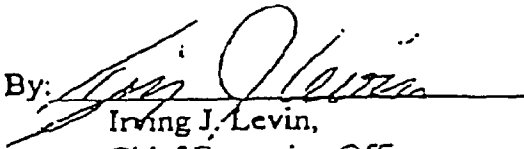
6. Shareholder action was required to adopt the Amendments. The shareholder vote was as follows:

<u>Class or Series of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Cast For</u>	<u>Number of Votes Cast Against</u>
Common Stock	181,000	181,000	166,000	-0-
Preferred Stock	1,113,500	1,113,500	1,103,921	-0-

7. These Articles of Amendment are executed by the Corporation by its duly authorized officer.

Dated this 6th day of June, 1997

TL HOLDINGS, INC.

By: 
 Irving J. Levin,
 Chief Executive Officer

Person to contact about this filing:

T. Hale Boggs, Esq.
 Manatt, Phelps & Phillips, LLP
 11355 West Olympic Boulevard
 Los Angeles, CA 90064
 (310) 312-4269