

08-08-2001
101803527

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To the Honorable Commissione

Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7-31-01
Britt Allcroft, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation—State NY
 Other _____

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

2. Name and address of receiving party(ies)
Name: Gullane Entertainment Inc.
Internal _____
Address: _____
Street Address: 1133 Broadway, Suite 1520
City: New York State: NY Zip: 10010

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation—State New York JUL 31 2001
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 5, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75260513

B. Trademark Registration No.(s)

Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Hayley Werner
 Internal Address: _____

 Street Address: Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
 City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0706

(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.

Hayley Werner Hayley Werner July 27, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents:

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

08/07/2001 6TOM11 00000109 500706 75260513
01 FC:481 40.00 CH
Doc#: NYS: 1053092.1

TRADEMARK
REEL: 002342 FRAME: 0938

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JUL 30 2001**



A handwritten signature in black ink, appearing to be "J. H. H.", with a long horizontal line extending to the right.

Special Deputy Secretary of State

FILING RECEIPT

F 00071200063

ENTITY NAME: GULLANE ENTERTAINMENT INC.

DOCUMENT TYPE: NAME RESERVATION (NCH) (DOM. BUSINESS)

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD.

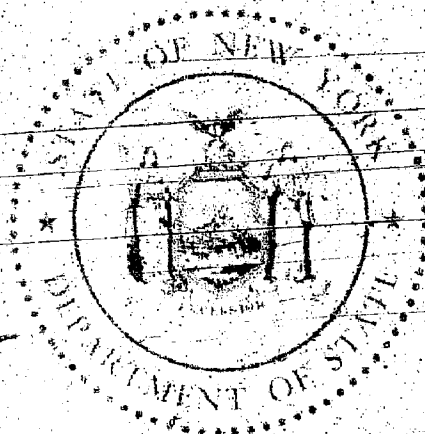
SERVICE CODE: 26

APPLICANT NAME : BRITT ALLCROFT INC.

FILED: 07/31/2000 DURATION: 10/02/2000 CASH#: 000731000076 FILM #: 000731000073

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

FILER	FEES		PAYMENTS	
	45.00		45.00	
BRITT ALLCROFT INC.	FILING	20.00	CASH	0.00
C/O NATIONAL CORPORATE RESEARCH LTD	TAX	0.00	CHECK	0.00
41 STATE ST. SUITE 600	CERT	0.00	CHARGE	0.00
ALBANY, NY 12207	COPIES	0.00	DRAWDOWN	45.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

908-102

NCR - 26

f 000912000658

CERTIFICATE OF AMENDMENT

**OF
CERTIFICATE OF INCORPORATION
OF
BRITT ALLCROFT INC.**

Under Section 805 of the New York Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

FIRST: The name of the corporation is **Britt Allcroft Inc.** (the "Corporation"). [The original name under which the Corporation was formed was **Quality Family Entertainment, Inc.**]

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of New York on the 24th day of August, 1987.

THIRD: The amendment of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment changes the name of the Corporation to **Gullane Entertainment, Inc.**

FOURTH: To accomplish the foregoing amendment, Article **FIRST** of the Certificate of Incorporation of the Corporation relating to the corporate name is hereby amended to read follows:

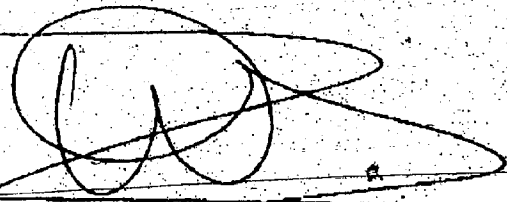
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"The name of the corporation is Gullane Entertainment Inc
(hereinafter referred to as the "Corporation")."

FIFTH. The foregoing amendment of the Certificate of Incorporation of
the Corporation was authorized by the consent in writing of all the members of the Board
of Directors of the Corporation, followed by the unanimous written consent of the holders
of all of the outstanding shares of the Corporation entitled to vote on the said amendment
of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribed this document on
the date set forth below and do hereby affirm, under the penalties of perjury, that the
statements contained therein have been examined by the undersigned and are true and
correct.

Dated: Sept 7, 2000


William Harris, Chief Executive Officer


Timothy Hilton, Secretary

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000912000 658

CERTIFICATE OF AMENDMENT

(1)

OF

CERTIFICATE OF INCORPORATION

OF

BRITT ALLCROFT INC.

UNDER SECTION 805 OF THE
BUSINESS CORPORATION LAW

Customer Reference #N014495

STATE OF NEW YORK
DEPARTMENT OF STATE

Paul, Weiss, Rifeind, Wharton & Garrison
1285 Avenue of the Americas
New York, New York 10019

FILED SEP 12 2000

BY SB

New York

4 000912000 664

DRAWDOWN