

12-13-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Attorney Docket No.: 46411-0000, -0359,
-0360, and -0361

101914262

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

1. Name of conveying party(ies):

UDV North America, Inc.
a Connecticut Corporation

12.10.01

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

Guinness UDV North America, Inc.
Six Landmark Square
Stamford, Connecticut



3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: February 15, 2001

Effective Date: March 1, 2001

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Connec
- Other:

12-10-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #67

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

76/151,960, 76/151,959 and 76/151,956

B. Trademark Registration No.(s):

5. Name and address of party to whom
correspondence document should be mailed:

Anita B. Polott, Esq.
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7397
Facsimile: 202-467-7176
E-Mail: apolott@morganlewis.com

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) Ca. $\frac{1}{2} \times \$40.00 = \40.00
 $\frac{2}{2} \times \$25.00 = \50.00
 Total \$ 90.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

12/13/2001 TBIAZI 00000022 76151960

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

Anita B. Polott
Name of Person Signing

Signature

December 10, 2001
Date

Total number of pages including cover sheet, attachments and document: 2

OMB No. 0651-0011 (exp. 4/94)

**CERTIFICATE AMENDING
THE
CERTIFICATE OF INCORPORATION
OF
UDV NORTH AMERICA, INC.**

The undersigned officer of UDV North America, Inc. a Connecticut corporation (the "Corporation"), hereby certifies that:

- (1) The name of the Corporation is UDV North America, Inc.
- (2) The Certificate of Incorporation of the Corporation is hereby amended in accordance with the following resolution:

RESOLVED, That effective March 1, 2001, the Article First of the Certificate of Incorporation of the Company be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Guinness UDV North America, Inc.

- (3) The resolution set forth above was approved by the sole shareholder of the Corporation pursuant to Section 33-698 of the Connecticut General Statutes on February 15, 2001. No shares are required to be voted as a class. The total number of shares entitled to vote on the amendment was as follows:

Total Number of Shares Voted: 1,000 Vote Favoring Adoption: 1,000

- (4) The Board of Directors further approved the amendment to the Certificate of Incorporation pursuant to Section 33-749 of the Connecticut General Statutes on February 15, 2001 by passing the following resolution:

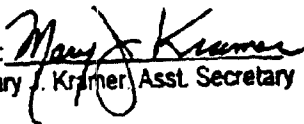
RESOLVED, That effective March 1, 2001, the Article First of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Guinness UDV North America, Inc.

- (5) Pursuant to the resolutions of amendment, this Certificate of Amendment shall become effective at 12:00 a.m. on March 1, 2001.

- (6) Dated this 15th Day of February 2001.

UDV NORTH AMERICA, INC.

By: 
Mary J. Kramer, Asst. Secretary