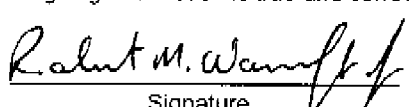
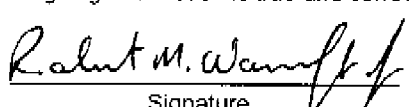
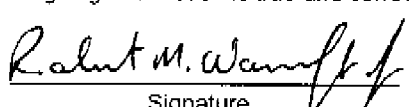


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings \leftrightarrow \leftarrow \rightarrow	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Candid Productions, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other <u>New York</u>	2. Name and address of receiving party(ies) Name: <u>SFX Family Entertainment, Inc.</u> Internal Address: _____ Address: _____ Street Address: <u>650 Madison Avenue</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No				
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No					
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>April 11, 2000</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,196,781</u> (continued on attached as Appendix A)					
Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Robert M. Wasnofski, Jr.</u> Internal Address: <u>Baker Botts L.L.P.</u> Street Address: <u>30 Rockefeller Plaza</u> <u>45th Floor</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10112</u>	6. Total number of applications and registrations involved: 10 7. Total fee (37 CFR 3.41).....\$ <u>265.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>02-4377</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>				
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <table style="width:100%; border: none;"> <tr> <td style="width:30%; border-bottom: 1px solid black; text-align: center;"> <u>Robert M. Wasnofski, Jr.</u> Name of Person Signing </td> <td style="width:40%; text-align: center; vertical-align: bottom;">  Signature </td> <td style="width:30%; border-bottom: 1px solid black; text-align: center;"> <u>February 8, 2002</u> Date </td> </tr> </table>			<u>Robert M. Wasnofski, Jr.</u> Name of Person Signing	 Signature	<u>February 8, 2002</u> Date
<u>Robert M. Wasnofski, Jr.</u> Name of Person Signing	 Signature	<u>February 8, 2002</u> Date			
Total number of pages including cover sheet, attachments, and document: 7					

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

Inc. Merger into SFX Family Entertainment, Inc.

APPENDIX A

REGISTRATION NOS.

2,062,215

1,242,151

1,244,560

1,215,288

1,145,289

1,135,901

1,083,705

1,083,704

0,782,494

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

APR 11 2000



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

PL00407000231

CSC 45

CERTIFICATE OF MERGER

OF

CANDID PRODUCTIONS, INC.

INTO

SFX FAMILY ENTERTAINMENT, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

- 1. SFX Family Entertainment, Inc., a corporation of the State of Delaware owns all of the outstanding shares of each class of Candid Productions, Inc., a corporation of the State of New York.
- 2. As to each subsidiary corporation, the designation and number of outstanding shares of each class and series and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Entity</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Number of Shares owned by the Survivor</u>
Candid Productions, Inc.	200 shares of common stock, no par value	100 shares of common stock

4. (a) The Certificate of incorporation of Candid Productions, Inc. was filed in the Department of State on 7th day of April, 1959.

(b) No Application for Authority in the State of New York of the surviving corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York; and it is not to do business in the State of New York until an application for Authority shall have been filed by the Department of State of the State of New York.

(c) The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:

SFX Family Entertainment, Inc. has complied with the applicable provisions of the laws of the State of Delaware

under which it is incorporated, and this merger is permitted by such laws.

5. The surviving corporation is SFX Family Entertainment, Inc., a corporation of the State of Delaware, incorporated on the 29th day of March, 1999.

6. SFX Family Entertainment, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving consolidated corporation; and it designates the Secretary of the State of New York as its agent upon whom process may be served in the manner set forth in the paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The address to which the Secretary of State shall mail a copy of any process against it served upon him is 650 Madison Avenue, New York, NY 10022. Such address shall supercede any prior address designated as the address to which process shall be mailed.


7. SFX Family Entertainment, Inc. agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

8. Each constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (or consolidation) has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. SFX Family Entertainment, Inc. hereby agrees that it will within 30 days after the filing of the certificate of merger (or consolidation) file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.


9. The merger shall be effective *upon filing.*

[Signatures appear on following page]

SFX FAMILY ENTERTAINMENT, INC.

By: 
Richard A. Liese
Senior Vice President and
Assistant Secretary

CANDID PRODUCTIONS, INC.

By: 
Richard A. Liese
Senior Vice President and
Assistant Secretary

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CSC 45

CERTIFICATE OF MERGER
OF
CANDID PRODUCTIONS, INC.
INTO
SFX FAMILY ENTERTAINMENT, INC.

Section 907 of the Business Corporation Law

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APR 6 4 13 PM '00

RECEIVED

Filer: SFX Entertainment, Inc.
650 Madison Avenue
16th Floor
New York, NY 10022
Cust. Ref#652042PAL

DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE
APR 27 2002

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