

01-03-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings

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

1. Name of conveying party(ies):

Buzztime, Inc.

12-26-01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (checked), Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name (checked), Other

Execution Date:

2. Name and address of receiving party(ies)

Name: Buzztime Entertainment, Inc.

Internal Address:

Street Address: 5966 La Place Court

City: Carlsbad State: CA Zip: 92008

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware (checked), Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (No checked) (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/112,835

B. Trademark Registration No.(s)

Additional number(s) attached Yes No (No checked)

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

Name: Bruce D. Kuyper, Esq.

Internal Address:

Latham & Watkins

633 West Fifth Street, Suite 4000

Street Address:

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

12-26-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

DO NOT USE THIS SPACE

9. Signature.

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Katherine A. Myers 40.00 OP

Name of Person Signing

Signature (handwritten)

12/19/01 Date

6

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

TRADEMARK REEL: 2415 FRAME: 0733

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BUZZTIME, INC.", CHANGING ITS NAME FROM "BUZZTIME, INC." TO "BUZZTIME ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1170628

DATE: 06-05-01

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REEL: 2415 FRAME: 0734

RESTATED CERTIFICATE OF INCORPORATION  
OF  
BUZZTIME, INC.

V. Tyrone Lam and James B. Frakes hereby certify that:

1. The original name of this corporation is Buzztime, Inc. and the date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of Delaware is December 2, 1999.

2. They are the duly elected and acting President and Secretary, respectively, of Buzztime, Inc., a Delaware corporation.

3. The Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

**FIRST:** The name of the Corporation is BUZZTIME Entertainment, Inc.

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent in the State of Delaware is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the general Corporation Law of the State of Delaware.

**FOURTH:** The Corporation is authorized to issue two classes of stock, designated "Common Stock" and "Preferred Stock." The number of shares of Common Stock authorized to be issued is 20,000,000 with a par value of \$.001 per share. The number of shares of Preferred Stock authorized to be issued is 2,000,000 with a par value of \$.001 per share.

The Board of Directors of the Corporation is authorized to determine the number of series into which shares of Preferred Stock may be divided, to determine the designations, powers, preferences and voting and other rights, and the qualifications, limitations and restrictions granted to or imposed upon the Preferred Stock or any series thereof or any holders thereof, to determine and alter the designations, powers, preferences and rights, and the qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock or the holders thereof, to fix the number of shares of that series and to increase or decrease, within the limits stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series (but not below the number of such shares then outstanding), the number of shares of any such series subsequent to the issuance of shares of that series.

**FIFTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the bylaws of the Corporation (the "Bylaws"). Notwithstanding the preceding sentence, the Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, by the affirmative vote of a majority of the voting powers of all outstanding shares, regardless of class and voting together as a single voting class.

**SIXTH:**

1. The Corporation shall indemnify to the fullest extent authorized or permitted by the General Corporation Law of the State of Delaware or any other applicable law as now or hereafter in effect any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil, criminal or otherwise) by reason of the fact that he, his testator or estate is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this Section 1 of Article Sixth shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal

2. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by Delaware law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Section 2 of Article Sixth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal

3. In furtherance and not in limitation of the powers conferred by statute:

(a) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of law; and

(b) The Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, letters of credit, surety bonds or other similar arrangements), as well as enter into contracts providing indemnification to the fullest extent authorized or permitted by law and including as part thereof provisions with respect to any or all

of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

4. The Board of Directors is authorized to enter into a contract with any director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing for indemnification rights equivalent to or, if the Board of Directors so determines, greater than those provided for in this Article Sixth.

5. Any amendment, repeal or modification of any provision of this Article Sixth by the stockholders and the directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such amendment, repeal or modification.

SEVENTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

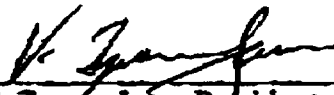
\* \* \* \*

1. This Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation.

2. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 100 shares of Common Stock. A majority of the outstanding shares of Common Stock approved this Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware and written notice of such was given by the Corporation in accordance with Section 228.

IN WITNESS WHEREOF, Buzztime, Inc. has caused this Restated Certificate of Incorporation to be executed by its President and attested to by its Secretary on this 31st day of May 2001.

BUZZTIME, INC.

  
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V. Tyrohe Lam, President

ATTEST:

  
\_\_\_\_\_  
James B. Frakes, Secretary

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LAI:921843.4

RECORDED: 12/26/2001

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