

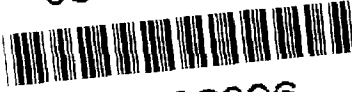


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OMB No. 0651-0027 (exp. 5/31/2002)

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RECC TR

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):

Creative Planet, Inc.

3-7-02

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

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

3. Nature of conveyance:

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

Execution Date: 2-14-02

2. Name and address of receiving party(ies)

Name: Movie Magic Technologies, Inc.

Internal

Address:

Street Address: 5700 Wilshire Blvd., #600

City: Los Angeles State: CA Zip: 90036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,178,281

Additional number(s) attached Yes No

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

Name: Gary Hiller

Internal Address:

Street Address: 5700 Wilshire Blvd., #600

City: Los Angeles State: CA Zip: 90036

6. Total number of applications and registrations involved:

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-00-52

DO NOT USE THIS SPACE

9. Signature.

Christina E Wilson

Gary Hiller, Secretary & GC

Name of Person Signing

Christina E Wilson

Gary Hiller

Signature

3/4/02

Date

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: 002465 FRAME: 0248

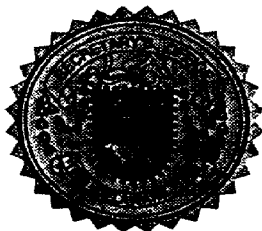
Delaware

PAGE 1

The First State

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 CERTIFICATE OF AMENDMENT OF "CREATIVE PLANET, INC.", CHANGING ITS NAME FROM "CREATIVE PLANET, INC." TO "MOVIE MAGIC TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2002, AT 1 O'CLOCK P.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

3114068 8100

AUTHENTICATION: 1613788

020098647

DATE: 02-14-02

TRADEMARK

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**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CREATIVE PLANET, INC.**

Creative Planet, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I.

The amendments to the Corporation's Amended and Restated Certificate of Incorporation (the "Certificate") set forth below were duly adopted in accordance with the provisions of Section 242 and have been consented to in writing by the stockholders of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II.

Article ONE of the Certificate is amended to read in its entirety as follows:

"ONE. That the name of the corporation is: **Movie Magic Technologies, Inc.**"

III.

The third sentence of the first paragraph of Article FOUR of the Certificate is amended to read in its entirety as follows:

"The total number of shares of Preferred Stock that the corporation is authorized to issue is 173,315,053 with a par value of \$0.001 per share, 5,220,000 of which are designated "Series A Preferred Stock" (subject to a decrease in such number pursuant to Article FOUR, Section 6 below), 4,718,182 of which are designated "Series B Preferred Stock" (subject to a decrease in such number pursuant to Article FOUR, Section 6 below), 39,025,758 of which are designated "Series C Preferred Stock" (subject to a decrease in such number pursuant to Article FOUR, Section 6 below), and 116,575,275 of which are designated "Series D Preferred Stock" (subject to a decrease in such number pursuant to Article FOUR, Section 6 below).

IV.

The second sentence of Article FOUR, Section 6 of the Certificate is amended to read in its entirety as follows:

"All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock (resulting in a corresponding decrease in the number of designated shares of the applicable series) and may be reissued as part of a new series of Preferred Stock to be created by

resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein."

V.

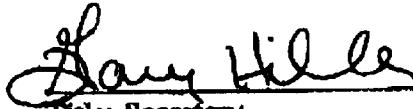
The first sentence of Article FOUR, Section 4(b) of the Certificate is deleted in its entirety.

VI.

Article SIX of the Certificate is amended to read in its entirety as follows:

"SIX. The number of directors which constitute the whole Board of the corporation shall be as specified in the Bylaws of the corporation."

IN WITNESS WHEREOF, Creative Planet, Inc. has caused this Certificate to be executed by Gary Hiller, its authorized officer, on this 14th day of February, 2002.


Title: Secretary