

04-26-2002

*Resubm*

Tab settings  $\Rightarrow \Rightarrow \Rightarrow$

To the Honorable Commission

attached original documents or copy thereof.



102067946

1. Name of conveying party(ies):

SOUNDELUX ENTERTAINMENT GROUP OF  
DELAWARE, INC.

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

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

3. Nature of conveyance:

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

Execution Date: 09/25/00

2. Name and address of receiving party(ies)

Name: SHOWORKS ENTERTAINMENT GROUP OF  
DELAWARE, INC.

Internal  
Address:

Street Address: 2919 EMPIRE AVENUE

City: BURBANK State: CA Zip: 91504

- 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)  
75/437446  
~~75/437709~~

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: FULWIDER PATTON LEE & UTECHT, LLP

Internal Address: CRAIG B. BAILEY, ESQ.

Street Address: 6060 CENTER DRIVE, 10TH FLOOR

City: LOS ANGELES State: CA Zip: 90045

6. Total number of applications and  
registrations involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 06-2425

(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.

CRAIG B. BAILEY  
Name of Person Signing

*C.B. Bailey*  
Signature

4/1/02  
Date

Total number of pages including cover sheet, attachments, and document. 3

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, EDWARD J. FREEL, 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 "SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC.", CHANGING ITS NAME FROM "SOUNDELUX ENTERTAINMENT GROUP OF DELAWARE, INC." TO "SHOWORKS ENTERTAINMENT GROUP OF DELAWARE, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

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



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0850242

DATE: 12-12-00

3141269 8100

3141269

TRADEMARK  
REEL: 002492 FRAME: 0469

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 12/12/2000  
001622405 - 3141269

**STATE OF DELAWARE  
CERTIFICATE of AMENDMENT of  
CERTIFICATE of INCORPORATION**

**First:** That pursuant to written consent of the Board of Directors of SoundDelux Entertainment Group of Delaware, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendments to be advisable, and requesting adoption of said amendment by the holders of a majority of the shares of said corporation.

by written consent of the Shareholders holding a majority of the shares of SoundDelux Entertainment Group of Delaware, Inc., a Delaware corporation, consenting to the proposed amendment of the Certificate of Incorporation of said corporation.

The resolution setting forth the proposed amendments is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation (the "Corporation") is **Megaworld Entertainment Group of Delaware, Inc.**

**Second:** That thereafter, pursuant to resolution of the Board of Directors and Section 228 of the Delaware Corporation Law, written consent to said amendment was given by the holders of a majority of the shares of the Corporation, and thereafter written notice was given to each of the remaining shareholders of the Corporation.

**Third:** That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

In Witness Whereof, said corporation has caused this certificate to be signed by Jeffrey S. Edell, an Authorized Officer, this 25 day of September, A.D., 2000.

By:   
JEFFREY S. EDELL, President

TRADEMARK