

04-12-2002

05-06-2002



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RE

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

OMB No. 0691-0001 (31/2002)

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): 4-12-02
I.T.M. CORPORATION (Nevada Corporation)
aka International Trading & Manufact-
uring Corporation (Nevada Corporation)

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada Corporation
- 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: August 17, 1999

2. Name and address of receiving party(ies)

Name: GENIUS PRODUCTS, INC.

Internal

Address:

Street Address: 11250 El Camino Real, Ste. 100

City: San Diego State: CA Zip: 92130

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada Corporation
- 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) 75-566835, 75-566834,
75-566833, 75-566819, 75-566818, 75-566817, 75-548012,

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: Donn K. Harms, Esq.

Internal Address: AMERICAN PATENT & TRADEMARK
LAW CENTER

Street Address: 12702 Via Cortina, Ste. 100

City: Del Mar State: CA Zip: 92014

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41).....\$ 490.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1338

DO NOT USE THIS SPACE

9. Signature.

DONN K. HARMS
Name of Person Signing

Signature

08 April 2002
Date

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

05/03/2002 DBYRNE 00000064 75566835

01 FC:481
02 FC:482

40.00
450.00

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

TRADEMARK
REEL: 002498 FRAME: 0736

CONTINUATION OF ITEM FOUR

Trademark Serial Nos.:

75-548011

75-548010

75-548009

75-548008

75-548007

75-548006

75-548005

75-548004

75-548003

75-548002

75-510603

75-493339

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 12 1999

No. C346-96

Dean Heller
DEAN HELLER, SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
INTERNATIONAL TRADING & MANUFACTURING CORPORATION,
a Nevada corporation**

International Trading & Manufacturing Corporation, a corporation organized under the General Corporation Law of the State of Nevada (the "Corporation"), does hereby certify:

FIRST: The Corporation has received payment for its capital stock.

SECOND: The amendment to the Corporation's Articles of incorporation set forth in the following resolution was approved by a majority of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 78.385 (d) of the General Corporation Law of Nevada; and, further, was approved by the shareholders of the Corporation pursuant to Section 78.320 of the General Corporation Law of the State of Nevada.

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking Article FIRST in its entirety and replacing therefor: 'FIRST: The name of this corporation is GENIUS PRODUCTS, INC.'

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officer.

Dated: August 17, 1999

[Signature]

By:
Its: PRESIDENT

ATTEST:

[Signature]

By:
Its: Secretary