

06-18-2002



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

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

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

1. Name of conveying party(ies): VDI Media, Inc. 6-11-02
Individual(s) Association General Partnership Limited Partnership
[checked] Corporation-State (CA) Other
Additional name(s) of conveying party(ies) attached? [] Yes [checked] No

2. Name and address of receiving party(ies)
Name: Point.360
Internal Address: 7083 Hollywood Blvd.
Street Address: P.O. Box 1830
City: Hollywood State: CA Zip: 90028
Individual(s) citizenship Association General Partnership Limited Partnership
[checked] Corporation-State California 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

3. Nature of conveyance:
Assignment Merger Security Agreement [checked] Change of Name Other
Execution Date: 08/16/1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,477,149
Additional number(s) attached [] Yes [checked] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Wen Liu
Internal Address: LIL & LIU LLP
Street Address: 811 West 7th Street, Suite 1100
City: Los Angeles State: CA Zip: 90017

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 [checked]
8. Deposit account number: 501288

DO NOT USE THIS SPACE

9. Signature.
HASSAN AHMED Hassan Ahmed May 31, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

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

06/18/2002 LNWELLER 00000061 501288 2477149
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TRADEMARK REEL: 002526 FRAME: 0816

**CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
VDI MEDIA**

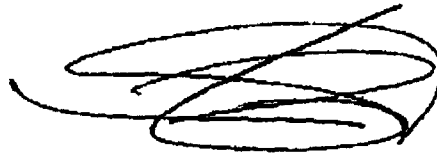
The undersigned certifies that:

1. They are the Chairman of the Board and the Secretary, respectively, of VDI Media, a California corporation.
2. Article I of the Restated Articles of Incorporation of this corporation is amended to read as follows:

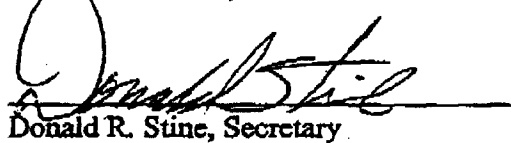
The name of this Corporation is VDI MultiMedia.
3. The foregoing amendment of Restated Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 9,203,394. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: August 16, 1999



R. Luke Stefanko, Chairman of the Board



Donald R. Stine, Secretary

A0564074

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

APR 24 2001

BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

Alan R. Steel hereby certifies that:

1. He is the duly elected and acting Executive Vice President and Chief Financial Officer of VDI Multimedia, a California corporation.
2. VDI Multimedia owns 100% of the outstanding shares of Point.360, a California corporation.
3. The Board of Directors of VDI Multimedia has duly adopted the following resolutions by unanimous written consent:

RESOLVED, that VDI Multimedia merge Point.360, its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110 of the California Corporations Code.

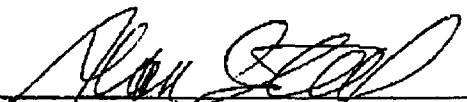
RESOLVED, that Article I of the Articles of Incorporation of VDI Multimedia be amended to read in its entirety as follows:

"ARTICLE I

The name of this corporation is Point.360."

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge, and that this certificate was executed in Los Angeles, California on April 19, 2001.




Alan R. Steel, Executive Vice President/
Chief Financial Officer

01418/0001 34883.1

RECORDED: 06/11/2002

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