

08-30-2002

Tab settings



To the Honorable Commissioner of

ginal documents or copy thereof.

1. Name of conveying party(ies):

102205959

Name and address of receiving party(ies):

Imagine Films Entertainment LLC  
Name:

Internal Address:

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

Imagine Films Entertainment, Inc.

FINANCE SECTION

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conversion to Delaware Limited Liability Company
- Merger
- Change of Name

Execution Date: May 1, 2002

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware Limited Liability Company

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)

See Attached

See Attached

Additional numbers attached?  Yes  No

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

Name: Anne B. Nielsen

Internal Address: LRW - 6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0333

(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.

Anne B. Nielsen  
Name of Person Signing

8/21/02

Date

Total number of pages comprising cover sheet: 9

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

40.00 CH  
50.00 CH

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

08/29/2002 LMUELLER 00000166 500333 75356250

01 FC:481  
02 FC:482

**TRADEMARK APPLICATION**

IMAGINE (STYLIZED) 75/356250

**TRADEMARK REGISTRATIONS**

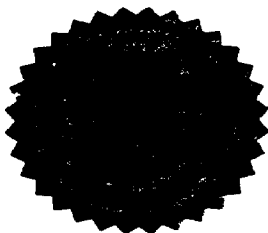
IMAGINE (STYLIZED) 1735409  
IMAGINE (STYLIZED) 1780090

# 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 CONVERSION OF "IMAGINE FILMS ENTERTAINMENT, INC.", CHANGING ITS NAME FROM "IMAGINE FILMS ENTERTAINMENT, INC." TO "IMAGINE FILMS ENTERTAINMENT LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2002, AT 11 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2075431 8100

020349372

AUTHENTICATION: 1806295

DATE: 05-31-02

TRADEMARK

REEL: 002571 FRAME: 0972

**CERTIFICATE OF CONVERSION  
OF  
IMAGINE FILMS ENTERTAINMENT, INC.  
TO  
IMAGINE FILMS ENTERTAINMENT LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 1, 2002, has been duly executed and is being filed by Imagine Films Entertainment, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Imagine Films Entertainment LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on November 12, 1985, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Imagine Films Entertainment, Inc. The name under which the Converting Corporation was originally incorporated was G-H Production Corporation.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Imagine Films Entertainment LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.


*[Remainder of page intentionally left blank.]*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:00 AM 05/01/2002  
020276985 - 2075431

*Signature Page to Certificate of Conversion to Limited Liability Company*

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 1<sup>st</sup> day of May, 2002.

**IMAGINE FILMS ENTERTAINMENT, INC.**  
(the "Converting Corporation"), a Delaware corporation

By:   
Name: Sharon Garcia  
Title: Corporate Secretary

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "IMAGINE FILMS ENTERTAINMENT LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2002, AT 11 O'CLOCK A.M.



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

2075431 8100V

020437918

AUTHENTICATION: 1872393

DATE: 07-09-02

TRADEMARK

REEL: 002571 FRAME: 0975

**CERTIFICATE OF FORMATION  
OF  
IMAGINE FILMS ENTERTAINMENT LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Imagine Films Entertainment LLC.

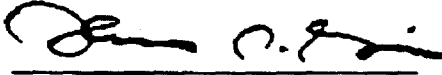
2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

*[Remainder of page intentionally left blank.]*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:00 AM 05/01/2002  
020276985 - 2075431

*Signature Page to Certificate of Formation*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of  
IMAGINE FILMS ENTERTAINMENT LLC, this 1st day of May, 2002.

By:   
Name: Sharon Garcia  
Title: Authorized Person