

9/16/02

FORM PTO-1594 1-31-92

09-19-2002

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commission

102227154

1. Name of conveying party(ies):
 Universal Television Enterprises, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Universal Television Enterprises LLC
 Internal Address: _____
 Street Address: 100 Universal City Plaza
 City: Universal City State: CA ZIP: 91608
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other conversion to Delaware limited liability company/name change
 Execution Date: 5/1/02

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
 See Attached
 Additional numbers attached? Yes No

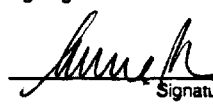
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Anne B. Nielsen
 Internal Address: LRW-6th Floor
 Street Address: 100 Universal City Plaza
 City: Universal City State: CA ZIP: 91608

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  9/10/02
 Name of Person Signing Signature Date
 Total number of pages comprising cover sheet: 6

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

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RECEIVED TRADEMARK RECORDS
SEP 16 10 03 AM '02
FINANCE SECTION

09/18/2002 6TOM11
01 FC:481
02 FC:482

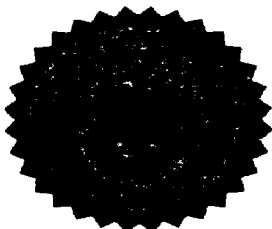
44.00 CH
54.00 CH

TRADEMARK REGISTRATIONS

DONAHUE	1127665
PHIL DONAHUE SHOW	891753
YOUNG PEOPLE'S SPECIALS	1486498

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 CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "UNIVERSAL TELEVISION ENTERPRISES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "UNIVERSAL TELEVISION ENTERPRISES, INC." TO "UNIVERSAL TELEVISION ENTERPRISES 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

AUTHENTICATION: 1753363

DATE: 05-01-02

0795725 8100V

020277050

TRADEMARK
REEL: 002585 FRAME: 0032

CERTIFICATE OF CONVERSION
of
Universal Television Enterprises, Inc.
to
Universal Television Enterprises LLC

This Certificate of Conversion to Limited Liability Company, dated as of *May* 1, 2002, has been duly executed and is being filed by Universal Television Enterprises, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Universal Television Enterprises 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 October 26, 1973, 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. The original name of the Converting Corporation was MCA Television Limited.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Universal Television Enterprises, Inc.

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 Universal Television Enterprises 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.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 05/01/2002
020277050 - 0795725

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 1st day of May, 2002.

Universal Television Enterprises, Inc. (the "Converting Corporation"), a Delaware corporation

By: 

Name: Sharon Garcia

Title: *Corporate Secretary*