

OFFICE OF PUBLIC RECORDS
RECORDATION FORM COVER SHEET - CORRECTED

2002 SEP 30 AM 9:24

10-02-2002



Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20530

Post Office Box 7068
Pasadena, CA 91109-7068



FINANCE SECTION

Commissioner of Patents and Trademarks: Please

102238973

or copy thereof:

<p>1. Name of conveying party(ies): Omni Films International, Inc. <i>9-30-02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input checked="" type="checkbox"/> Exists Under Laws of Florida</p> <p>Additional name(s) of conveying party(ies) attached: NO</p>	<p>2. Name and address of receiving party(ies): Name: Omni Films International, Inc. Street Address: 4520 W. Valerio Street Burbank, California 91505-1046</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p>
<p>3. Name of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Corrective Document for the Merger with and into OFI Corp. and Change of Name to Omni Films International, Inc., a DE Corp. recorded at 1223/0422-0426 on 9/28/94</p> <p>Execution Date: May 16, 1994</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: NO (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? NO</p>
<p>4. A. Trademark Application No.(s) 10/01/2002 TBIAZ1 00000153 1545661 Q1 FC:481 40.00 DP Q2 FC:482 50.00 DP</p>	<p>4. B. Trademark Registration No.(s) 1,545,661 1,545,696 1,963,701</p> <p>Additional numbers attached? NO</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Gregory S. Lampert</p>	<p>6. Total number of applications or registrations involved..... 3</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 90.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>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. Date: September 23, 2002</p> <p>By <i>Gregory S. Lampert</i> Name: Gregory S. Lampert 626/795-9900</p> <p>I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR PATENTS, WASHINGTON, D.C. 20231 ON</p> <p><i>9/23/02</i> <i>Carol S. Burdick</i> DATE SIGNATURE</p> <p>Total number of pages including cover sheet, attachments, and document: 8</p>	

40-481
105-482

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4-94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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):
OMNI FILMS INTERNATIONAL, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **03 DE**
 Other _____

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

2. Name and address of receiving party(ies)
Name: **OFI CORPORATION**

Internal Address: _____

Street Address: **4540 WEST VALERIO STREET**

City: **BURBANK** State: **CA** ZIP: **91505**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **of 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

3. Nature of conveyance: **40**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **05/16/94**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
74/505,660

B. Trademark Registration No.(s)

1,761,027	1,185,175
1,545,696	1,146,570
1,545,661	

Additional numbers attached? Yes No

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

Name: **Allen S. Melser**

Internal Address: **POPHAM HAIK SCHNOBRICH & KAUFMAN, LTD.**

Street Address: **655 15th Street**
Suite 800

City: **Washington, D.C.** ZIP: **20005**

6. Total number of applications and registrations involved: **6**

7. Total fee (37 CFR 3.41).....\$ **165.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-2050

(Attach duplicate copy of this page if paying by deposit account)

130 SB 10/11/94 74505660 DO NOT USE THIS SPACE 1 481 40.00 CK 89185079

9. Statement and signature: **74505660**
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.

Allen S. Melser *Allen S. Melser* **9/27/94**
Name of Person Signing Signature Date

TRADEMARK REEL: 002591 FRAME: 0670

**CERTIFICATE OF MERGER
MERGING OMNI FILMS INTERNATIONAL, INC.,
A FLORIDA CORPORATION, WITH AND INTO
OFI CORP., A DELAWARE CORPORATION**

(PURSUANT TO SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

OFI Corp., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That OFI Corp. ("Merger Corp.") was incorporated on the 18th day of February, 1994, pursuant to the General Corporation Law of the State of Delaware (the "Law"), the provisions of which permit the merger of a corporation organized and existing under the laws of the State of Florida with and into a corporation organized and existing under the laws of the State of Delaware. The capital stock of OFI Corp. consists of 1,000 shares of common stock, par value \$0.001 per share.

SECOND: That Omni Films International, Inc. (the "Company") was incorporated on the 26th day of October, 1984, pursuant to the General Corporation Act of the State of Florida and is now subject to the 1989 Business Corporation Act of the State of Florida (the "Act"), the provisions of which permit the merger of a corporation organized and existing under the laws of the State of Florida with and into a corporation organized and existing under the laws of the State of Delaware. The authorized capital stock of the Company consists of 25,000,000 shares of common stock, par value \$.01 per share and 5,000,000 shares of preferred stock, par value \$.10 per share.

THIRD: That the Company and Merger Corp. are parties to that certain Agreement and Plan of Reorganization and Amendment Number 1 to Agreement and Plan of Reorganization (the "Merger Agreement") by and among the Company, Merger Corp., Iwerks Entertainment, Inc., a Delaware corporation and Merger Corp.'s parent corporation ("Iwerks").

FOURTH: That pursuant to the terms of the Merger Agreement, the Company will be merged with and into Merger Corp. and Merger Corp. shall be the surviving corporation in the Merger; and that at the closing of the transactions contemplated by the Merger Agreement (the "Merger") (1) each issued and outstanding share of the Common Stock, par value \$0.01 per share, of the Company (the "Company Common Stock") shall be cancelled and exchanged for \$1.42 in cash and 0.424303 fully paid and nonassessable share of the Common Stock, par value \$0.001 per share, of Iwerks (the "Parent Common Stock") (provided that no fractional shares of the Parent Common Stock shall be issued, but in lieu thereof, any holder of the Company Common Stock entitled to

REEL 1223 FRAME 21

receive a fractional share of Parent Common Stock shall be paid cash equal to the value of such fractional share, determined in accordance with the Merger Agreement) and (2) each share of the Common Stock, par value \$0.001 per share, of Merger Corp. shall remain outstanding.

FIFTH: That the Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the Company and Merger Corp. in accordance with both Section 607.1103 of the Act and Section 252 of the Law.

SIXTH: That following the consummation of the Merger, the surviving corporation shall retain the name "Omni Films International, Inc."

SEVENTH: That following the consummation of the Merger Article First of the Certificate of Incorporation of Merger Corp. as the surviving corporation shall be amended to read as follows: "The name of this corporation is Omni Films International, Inc."

EIGHTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Company and that a copy of the Merger Agreement will be furnished by the Company, on request and without cost, to any stockholder of Merger Corp. or the Company. The address of the principal place of business of the Company is:

Omni Films International, Inc.
5696 Pinkney Avenue
Sarasota, Florida 34233
Attention: Secretary

TRADEMARK

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IN WITNESS WHEREOF, OFI Corp. has caused this Certificate of Merger to be signed by Eric G. Rodli, its President, and attested by Deborah B. Miao, its Secretary, this 16th day of May, 1994.

OFI Corp.
a Delaware corporation

By: Eric G. Rodli
Eric G. Rodli, President

ATTEST:

By: Deborah B. Miao
Deborah B. Miao, Secretary

TRADEMARK

REEL 1223 FRAME 26

RECORDED
TRADEMARK OFFICE

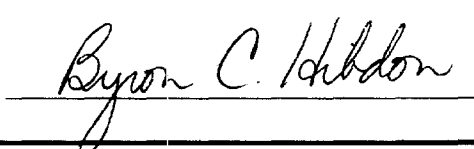
SEP 28 94

REMITTANCE ADVICE

PLEASE DETACH BEFORE DEPOSITING CHECK

CLIENT NAME	CASE NO. & ATTORNEY	CHECK APPROPRIATE ITEM TO BE CHARGED
IWERKS ENTERTAINMENT, INC. I122	30081 GSL/clb	<input type="checkbox"/> ISSUE FEE <input type="checkbox"/> ADVANCE ORDER OF PATENT COPIES <input type="checkbox"/> FILING AND RECORDING FEE <input type="checkbox"/> FILING FEE <input checked="" type="checkbox"/> RECORDING FEE \$90.00 <input type="checkbox"/> FEE FOR ADDITIONAL CLAIMS <input type="checkbox"/> FEE FOR EXTENSION OF TIME <input type="checkbox"/> FILING FEE FOR SIXTH-YEAR DECLARATION <input type="checkbox"/> RENEWAL FEE <input type="checkbox"/> MAINTENANCE FEE <input type="checkbox"/> OTHER

USE SEPARATE CHECK FOR EACH CLIENT AND CASE NUMBER

CASE NO. & ATTORNEY I122:30081/GSL	CHRISTIE, PARKER & HALE P.O. BOX 7068 PASADENA, CALIFORNIA 91109-7068	The Citibank Private Bank, Branch 395 787 W. 5 th St., 28 th Floor Los Angeles, CA 90071 90-7172 3222	007993
PAY ***90.00** NOT VALID IN EXCESS OF \$3,000.00		DATE Sep 23, 2002	AMOUNT \$90.00
TO THE ORDER OF	COMMISSIONER OF PATENTS & TRADEMARKS WASHINGTON, D.C. 20231 Registration No. 1,963,701		

⑈007993⑈ ⑆322271724⑆ 200013092⑈

007993

CHRISTIE, PARKER & HALE P.O. BOX 7068, PASADENA, CALIFORNIA 91109-7068

ACCOUNTING COPY

PLEASE DETACH BEFORE DEPOSITING CHECK

CLIENT NAME	CASE NO. & ATTORNEY	CHECK APPROPRIATE ITEM TO BE CHARGED
IWERKS ENTERTAINMENT, INC. I122	30081 GSL/clb	<input type="checkbox"/> ISSUE FEE <input type="checkbox"/> ADVANCE ORDER OF PATENT COPIES <input type="checkbox"/> FILING AND RECORDING FEE <input type="checkbox"/> FILING FEE <input checked="" type="checkbox"/> RECORDING FEE \$90.00 <input type="checkbox"/> FEE FOR ADDITIONAL CLAIMS <input type="checkbox"/> FEE FOR EXTENSION OF TIME <input type="checkbox"/> FILING FEE FOR SIXTH-YEAR DECLARATION <input type="checkbox"/> RENEWAL FEE <input type="checkbox"/> MAINTENANCE FEE <input type="checkbox"/> OTHER

USE SEPARATE CHECK FOR EACH CLIENT AND CASE NUMBER
TRADEMARK

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OMNI FILMS INTERNATIONAL, INC.", A FLORIDA CORPORATION, WITH AND INTO "OFI CORP." UNDER THE NAME OF "OMNI FILMS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF MAY, A.D. 1994, AT 4 O'CLOCK P.M.

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

TRADEMARK

REEL 223 FRAME 23



2379188 8100M

944088475

William T. Quillen

William T. Quillen, Secretary of State
7123359

AUTHENTICATION:

05-18-94

DATE: