

11-07-2002

Tab settings



To the Honorable Commission

ed original documents or copy thereof.

1. Name of conveying party(ies)

102274754

s of receiving party(ies):

Universal Home Video, Inc.

Name: Universal Home Video LLC

Internal Address:

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

FINANCE SECTION

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability company - Delaware

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

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 2, 2002

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)

11/06/2002 DBYRNE

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02 FC:8522

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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

[Signature]
Signature

10/18/02
Date

Total number of pages comprising cover sheet: 6

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

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.

TRADEMARK REGISTRATIONS

ROCK & READ	1661276
TIMMY THE TOOTH	2044045
WHERE IMAGINATION IS YOUR	2012572
PASSPORT TO ADVENTURE	

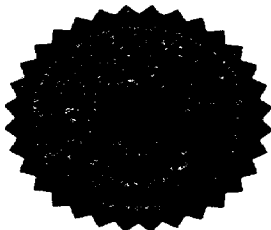
Delaware

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 MERGER, WHICH MERGES:

"UNIVERSAL HOME VIDEO, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "UNIVERSAL HOME VIDEO LLC" UNDER THE NAME OF
"UNIVERSAL HOME VIDEO LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MAY, A.D.
2002, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1756032

DATE: 05-02-02

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020280916

TRADEMARK
REEL: 2613 FRAME: 0796

**CERTIFICATE OF MERGER
OF
UNIVERSAL HOME VIDEO, INC. INTO UNIVERSAL HOME VIDEO LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act") and Section 1113 of the California General Corporation Law (the "CGCL"), the undersigned hereby submit this Certificate of Merger for filing and certify that:

1. The names and jurisdictions of formation or organization of each of the limited liability companies or other business entities which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
UNIVERSAL HOME VIDEO, INC.	California
UNIVERSAL HOME VIDEO LLC	Delaware

2. A Plan and Agreement of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged in accordance with the LLC Act and the CGCL by UNIVERSAL HOME VIDEO LLC and UNIVERSAL HOME VIDEO, INC.

3. UNIVERSAL HOME VIDEO LLC will be the surviving entity of the merger, and the name of the surviving entity of the merger will be UNIVERSAL HOME VIDEO LLC. The disappearing entity in the merger is UNIVERSAL HOME VIDEO, INC.

4. The effective date of the merger contemplated by the Merger Agreement shall be the date on which this Certificate of Merger is filed in the office of the Secretary of State of the State of Delaware.

5. The total number of outstanding shares of each class of UNIVERSAL HOME VIDEO, INC. entitled to vote on the merger was 200,100, and the principal terms of the Merger Agreement were unanimously approved by the majority of the shareholders of UNIVERSAL HOME VIDEO, INC.

6. UNIVERSAL HOME VIDEO LLC is authorized by Section 18-209 of the Delaware Limited Liability Company Act to effect the merger.

7. A copy of the Merger Agreement is on file at a place of business of the surviving limited liability company located at 100 Universal City Plaza, Universal City, CA 91608.

8. A copy of the Merger Agreement will be furnished by UNIVERSAL HOME VIDEO LLC, as the surviving limited liability company, on request and without cost, to any member of UNIVERSAL HOME VIDEO LLC or any person holding an interest in UNIVERSAL HOME VIDEO, INC.

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 2nd day of May, 2002, and is being filed in accordance with Section 18-209 of the LLC Act.

UNIVERSAL HOME VIDEO, INC.

By: *Marge Palatky*
Name: **MARGE PALATKY**
Title: **Chairman/President/Vice President**

By: *Sharon Garcia*
Name: **Sharon Garcia**
Title: **Secretary**

UNIVERSAL HOME VIDEO LLC

By: *Sharon Garcia*
Name: **Sharon Garcia**
Title: **Authorized Person**

[B21447.1]