

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Turner Entertainment Co.		12/19/2001	CORPORATION: GEORGIA
Pepamar Music Corp.		12/19/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Turner Entertainment Co.
Street Address:	4000 Warner Boulevard.
Internal Address:	Bldg. 156
City:	Burbank
State/Country:	CALIFORNIA
Postal Code:	91522
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number
Serial Number:	76360770

CORRESPONDENCE DATA

Fax Number: (818)954-4501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 818-954-4956
 Email: florence.diaz@warnerbros.com
 Correspondent Name: Avis Frazier-Thomas
 Address Line 1: 4000 Warner Blvd.
 Address Line 2: Bldg. 156, 5th Floor
 Address Line 4: Burbank, CALIFORNIA 91522

NAME OF SUBMITTER:	Florence Diaz
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Total Attachments: 3

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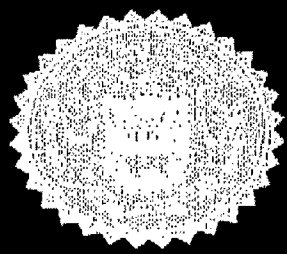
Delaware

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:

"TURNER ENTERTAINMENT CO.", A GEORGIA CORPORATION, WITH AND INTO "PEPAMAR MUSIC CORP." UNDER THE NAME OF "TURNER ENTERTAINMENT CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3229662 8100M

AUTHENTICATION: 1536236

010673916

DATE: 01-02-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/27/2001
010673916 - 3229662

CERTIFICATE OF MERGER
OF
TURNER ENTERTAINMENT CO.
INTO
PEPAMAR MUSIC CORP.

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Turner Entertainment Co.	Georgia
Pepamar Music Corp.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is Pepamar Music Corp., which shall herewith be changed to Turner Entertainment Co., a Delaware corporation.

FOURTH: That the amendments or changes in the Certificate of Incorporation of Pepamar Music Corp., the surviving corporation, as are to be effected by the merger are as follows:

By striking out the whole of Articles FIRST and FOURTH thereof as they now exist and inserting in lieu and instead thereof a new Article FIRST and FOURTH to read in their entirety as follows:

"FIRST: The name of the corporation Turner Entertainment Co.

"FOURTH: The amount of the total authorized stock of the corporation is two hundred (200), all of which are without par value and classified as common stock."

MAY-08-02 16:13

FROM-AOL TIME WARNER

212-258-3157

T-484 P.04

F-001

DEC-28-2001 11:02

CT CORPORATION SYS

1212 894 8490

P.03

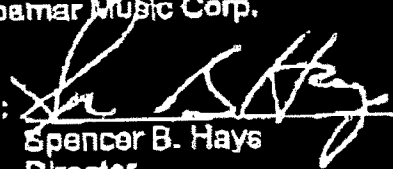
FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 4000 Warner Boulevard, Building 166, Room 3004 North, Burbank, CA. 91522.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on the date of filing.

Dated: December 19, 2001

Pepamar Music Corp.

By: 
Spencer B. Hays
Director