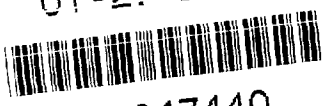




01-27-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings =>=>=>

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1-21-03
 ABC International Traders, Inc. d/b/a
 MGA Entertainment

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

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

2. Name and address of receiving party(ies)
 Name: MGA Entertainment, Inc.
 Internal
 Address: 16730 Schoenborn St.
 Street Address: North Hills, CA 91343-6122
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 16, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
see attachment

B. Trademark Registration No.(s)
see attachment

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Mitchell Kamarck, General Counsel
 Internal Address: 16730 Schoenborn St.

 Street Address: 16730 Schoenborn St.

 City: North Hills State: CA Zip: 91343

6. Total number of applications and registrations involved: 74

7. Total fee (37 CFR 3.41).....\$ 1,865.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (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.

Mitchell Kamarck [Signature] 11/17/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

01/24/2003 ECODPER 00000099 2538336
01 FC:8521 40.00 00
02 FC:8522 1825.00 00

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002653 FRAME: 0378

This attachment is a continuation of Paragraph 4.

<u>Serial Number</u>	<u>Registration Number</u>	<u>Mark</u>	<u>Class(es)</u>
	2,538,336	Miscellaneous Design (Cat)	28
76/2999562		Miscellaneous Design (Halo/Wings)	28
	2,538,338	Miscellaneous Design (Bunny)	28
	2,538,337	Miscellaneous Design (Frog Princess)	28
76/299502		The Bratzpack	28
76/304863		Miscellaneous Design (Cat)	16,18,25
76/304522		Miscellaneous Design (Halo/Wings)	16,18,25
76/304866		Miscellaneous Design (Bunny)	16,18,25
76/304865		Miscellaneous Design (Frog Princess)	16,18,25
76/423319		Bratz	3,9,14,24,30,32
76/423318		Beanie Bratz	28
76/179479		Bratz	28
76/467130		Bratz	21
76/467126		Bratz Jeans	25
76/440531		Bratzpack	28
76/410491		Miscellaneous Box Design (Box)	28
76/407660		The Girls With A Passion For Fashion	28
	2,570,069	Best Friends Never Looked This Good	28
76/375059		Cameron	28
76/382873		Cloe	28
76/374994		Dana	3,14,16,18,25,28
76/399875		Dylan	25,28
76/467127		Eitan	16,18,25,28
	2,602,563	Jade	28
76/467128		Koby	16,18,25,28
76/399924		Meygan	3,14,16,18,25,28
76/467129		Nevra	3,9,14,16,18,21,24,25,28
76/179478		Sasha	28
76/179477		Yasmin	28
76/374991		Lil' Bratz	28
76/374997		Bratz Boyz	28
76/374990		Bratz Funky Fashion Makeover Kit	3,28
76/374992		Bratz Funk 'N Glow	9,16,25,28
76/392591		Bratz Stylin' Salon 'N' Spa	3,28
76/392590		Bratz FM Cruiser	28
76/399876		Bratz For Ever	28
76/304864		Bratz	16,18,25
76/374993		Blade Fighters	16,28
	225,3705	Blockade	28
76/119119		Boogie Bugs	28
	262,7420	Color FX2 Freecell	28

	2,394,450	Finger Games	28
	2,585,879	Hopscotch Heather	28
	2,399,313	In The Ring	28
	2,452,139	KC The Talking Cheerleader	28
	2,312,332	King Kong	9
	2,412,775	King Kong	28
	2,452,139	Liar Liar	28
76/421524		Lil Palm Puppies	28
	2,219,286	MGA Entertainment	28
76/18304		Make Up Amy	28
76/199878		Micro Mobil	28
76/420000		Micro Blast R/C Racers	28
76/119118		Monkey See Monkey Do	28
76/119118		My Beautiful Mermaid	28
76/421522		My Beautiful Ballerina	28
76/869717		My Dream Baby	28
76/132656		Palm Bunnies	28
76/132657		Palm Kitties	28
	2,565,123	Palm Puppies	28
76/037,010		Pen Play	16
	2,256,097	Reality Fighters	28
76/139,021		Robot Wars	28
75/498,651		Space Wars 2050	28
	103662	Grandslam Baseball	28
	103663	Slamdunk Basketball	28
76/420001		Sugar Planet	28
76/467125		Tire Tatoos	16
76/162476		TV Game Station	28
76/184356		US Forces	28
76/094957		VR3D	28
75/172174		Virtual Reality & Design	28
75/121189		Virtual Reality Zoo	28
	2,373,620	Wall Talkers	28

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 21 2002



Bill Jones

Secretary of State

1068282

FILED
In the office of the Secretary of State
of the State of California

MAR 12 1982

MESSEN FONG, Secretary of State

By M. Montgomery
Deputy

ARTICLES OF INCORPORATION
OF
ABC INTERNATIONAL TRADERS, INC.

ONE: The name of this corporation is ABC INTERNATIONAL TRADERS, INC.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporation Code.

THREE: The name and address in this State of the corporation's initial agent for service of process is:

ISAAC E. LARIAN
3460 Wilshire Boulevard
Suite 205
Los Angeles, California 90010

FOUR: The total number of shares which the corporation is authorized to issue is ten thousand (10,000).

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation this 12th day of March, 1982.

David L. Krehbiel

DAVID L. KREHBIEL,
Incorporator

I declare that I am the person that executed the above
Articles of incorporation, and such instrument is my act and
deed.

David L. Krehbiel

DAVID L. KREHBIEL

00510364

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**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

FILED *SD*
In the Office of the Secretary of State
of the State of California

JUN 18 1998

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and the Secretary, respectively, of ABC International Traders, Inc., a California Corporation.
2. Article Four of the Articles of Incorporation of this Corporation is amended to read as follows: The total number of shares which the Corporation is authorized to issue is a hundred million (100,000,000).
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 2,222. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 5-9-98

Isaac Larian

ISAAC LARIAN, PRESIDENT

Farhad Larian

FARHAD LARIAN, SECRETARY

1068282

FILED *me*
In the office of the Secretary of State
of the State of California
NOV 05 1998
Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ABC INTERNATIONAL TRADERS, INC.

The undersigned Isaac Larian and Farhad Larian hereby certify that:

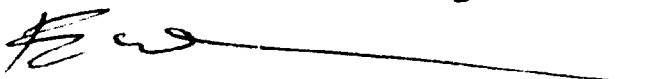
1. They are the President and Secretary, respectively, of ABC International Traders, Inc., a California corporation (the "Corporation").
2. Article Four of the Articles of Incorporation of the Corporation is amended to read in full as follows:

"FOUR: The total number of shares which the corporation is authorized to issue is one hundred million (100,000,000). Upon the amendment of this article to read as herein set forth, each outstanding share is split up and converted into ten thousand (10,000) shares."

3. The Corporation has only one class of outstanding shares. This amendment to the Articles of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation pursuant to Section 902(c) of the California Corporations Code, which permits the Board of Directors acting without shareholder approval to amend the Articles of Incorporation to effectuate a stock split if the Corporation has only one class of outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on this 29th day of October, 1998.



Isaac Larian, President



Farhad Larian, Secretary

1069282
A0586360

FILED
in the office of the Secretary of State
of the State of California

SEP 16 2002

Richard Jones
BILL JONES, Secretary of State

Certificate of Amendment
to
Articles of Incorporation
of
ABC International Traders, Inc.

Isaac Larian and Jahanagir Makabi certify that:

1. They are the president and the secretary, respectively, of ABC International Traders, Inc., a California corporation.
2. Article ONE of the Articles of Incorporation of this corporation is amended to read as follows:

"ONE: The name of this corporation is MGA Entertainment Inc."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 22,200,000 Common shares. The total number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being more than 50% of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 12, 2002

Isaac Larian
Isaac Larian, President

Jahanagir Makabi
Jahanagir Makabi, Secretary



LAI 43996113