



To the Honorable Commissioner of Patents and Trademarks

102378613

copies or copy thereof.

1. Name of conveying party(ies):  
**Sterling Digital LLC**

2-26-03

- Individual(s)
- General Partnership
- Corporation
- Other - limited liability company - State: Delaware

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other -
- Merger
- Change of Name

Execution Date: January 23, 2003

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

Name: **Mag Rack Entertainment LLC**

Address: **11 Penn Plaza**

City: **New York** State: **NY** Zip: **10001**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other - Limited Liability Company - State - Delaware

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

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

A. Trademark Serial No.(s):  
**MAG RACK VIDEO MAGAZINE RACK and Design - 76/301,018**  
**MAG RACK - 76/301,017**  
**LET'S GO GARDEN (stylized) - 76/416,854**  
**BIRDSIGHT and Design - 76/299,181**  
**MAXIMUM SCIENCE - 76/224,444**

Additional numbers attached?  Yes  No -

Attorney Docket: 3590/8F076

B. Trademark Label No. **EXPRESS MAIL CERTIFICATE**

Date 2/26/03 Label No. EV 294036320 - us  
I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

B.W. LEE B.W. Lee  
Name (Print) Signature

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

Name: Amy L. Nelkin  
Internal Address: Darby & Darby P.C.  
Street Address: 805 Third Avenue  
City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):.....\$140.00

- Enclosed
- Any exceeding amount is authorized to be charged to deposit account 04-0100

8.  Charge any additional fees in connection with the submission to our Deposit account number:

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

02/28/2003 DBYRNE 00000115 76301018

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP  
02 FC:8522 100.00 DP

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

Name of Person Signing: Amy L. Nelkin

Signature Amy L. Nelkin

February 26, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 3

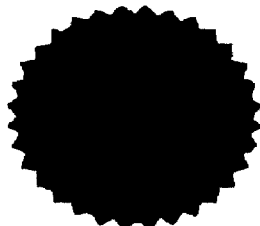
Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

# 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 AMENDMENT OF "STERLING DIGITAL LLC", CHANGING ITS NAME FROM "STERLING DIGITAL LLC" TO "MAG RACK ENTERTAINMENT LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2003, AT 4:24 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3198812 8100

AUTHENTICATION: 2221914

030048777

DATE: 01-24-03

TRADEMARK  
REEL: 002681 FRAME: 0700

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF

STERLING DIGITAL LLC

It is hereby certified that:

The name of the limited liability company is:

**Sterling Digital LLC**

The Certificate of Formation of the limited liability company is hereby amended by striking out the "First" paragraph thereof and by substituting in lieu of said "First" paragraph the following new "First" paragraph:

"FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is Mag Rack Entertainment LLC."

Dated: January 23, 2003

STERLING DIGITAL LLC

By:

  
\_\_\_\_\_  
David Beitch, Secretary