

03-06-2003



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To the Honorable Commissioner of Patents and Trademark

original documents or copy thereof.

1. Name of conveying party(ies): 3-4-03
ABC International Traders, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 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: _____
Street Address: 16730 Schoenborn Street
City: North Hills State: CA Zip: 91343

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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 12, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,086,531 2,175,808

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Charles W. Grimes
Internal Address: Grimes & Battersby, LLP
Street Address: 488 Main Avenue
City: Norwalk State: CT Zip: 06851

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 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.

Charles W. Grimes
Name of Person Signing

Signature

2/25/03
Date

Total number of pages including cover sheet, attachments, and document: 7

03/05/2003 DBYRNE 00000095 2086531

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

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

1068282

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

MAR 12 1982

RECEIVED FOR THE 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. Krebbiel

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. Krebbiel

DAVID L. KREHBIEL

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106 8282
**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

FILED *SD*
to 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: 5-27-98

Isaac Larian

ISAAC LARIAN, PRESIDENT

Farhad Larian

FARHAD LARIAN, SECRETARY

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

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

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."

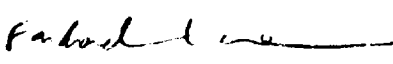
3. The Corporation has only one class of outstanding shares. This amendment to the Articles of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation pursuant to Section 902(c) of the California Corporations Code, which permits the 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

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A0586360

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

SEP 16 2002

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

Bill Jants
BILL JANTS, Secretary of State

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 433941v1

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

Secretary of State

