

03-21-2003



2-28-03 TR

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JULY

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 B.C. Software, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Final Draft, Inc.
 Internal Address: _____
 Street Address: 16000 Ventura Boulevard, Suite 800
 City: Encino State: CA ZIP: 91436
 Individual(s) citizenship _____
 Association _____
 Limited Partnership _____
 Corporation - California

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: 05/21/1998

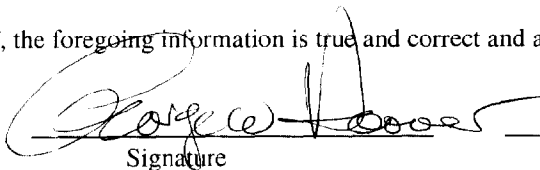
Other _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark No.(s): 2,108,793
 Additional numbers attached? Yes No

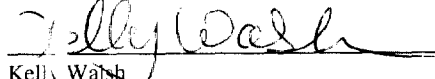
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: George W Hoover
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP
 Street Address: 12400 Wilshire Boulevard
Seventh Floor
 City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and trademarks involved: 1
 7. Total fee (37 CFR 3.41)\$ 40.00
 Enclosed
 Authorized to charged to deposit account
 8. Deposit account number:
02-2666
 (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.
George W Hoover  February 25, 2003
 Name of Person Signing Signature Date

Attn Dkt No.: 002102.T002 Total number of pages including cover sheet: 3
 I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:
 Assistant Commissioner for Trademarks, Washington, D.C. 20231 on: February 25, 2003

 February 25, 2003
 Kelly Walsh Date Attny Dkt No. 2102.T002

03/21/2003 ECOOPER 00000002 2108793

01 FEB 25 2003 40.00 OP

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF B.C. SOFTWARE, INC.**

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

MAY 27 1998

BILL JONES, Secretary of State

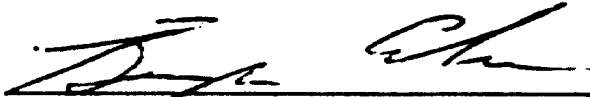
The undersigned certify that:

1. They are the chairman of the board and the secretary, respectively, of B.C. Software, Inc., a California Corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Final Draft, 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, California Corporations Code. The total number of outstanding shares of the corporation is 6,285.5. 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: May 21, 1998


Ben Cahan, Chairman of the Board


Marc Madnick, Secretary



State of California

SECRETARY OF STATE



Handwritten signature

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

That the attached transcript has been compared with the record on file in this office, 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



Bill Jones

Secretary of State