

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ABC International Traders, Inc. dba MGA Entertainment	ABC International Traders, Inc.	09/16/2002	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
<b>Name:</b>	MGA Entertainment, Inc.
<b>Street Address:</b>	16380 Roscoe Boulevard
<b>City:</b>	Van Nuys
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	91406
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	76162477	YAK BAK

CORRESPONDENCE DATA	
Fax Number:	(818)895-0771
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	818-894-2525
Email:	tm@mgae.com
Correspondent Name:	Daphne Gronich
Address Line 1:	16730 Schoenborn Street
Address Line 4:	North Hills, CALIFORNIA 91343

ATTORNEY DOCKET NUMBER:	YAK BAK
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NAME OF SUBMITTER:	Bryan Armstrong
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Total Attachments: 3
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CH \$40.00 76162477

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

MAR 12 1982

RESECH FONG ES. Secretary of State

By M. Montgomery  
Secretary

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

 ORIGINAL

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

1069282  
Certificate of Amendment  
to  
Articles of Incorporation  
of  
ABC International Traders, Inc.

SEP 16 2002

*Bill Juarez*  
BILL JUAREZ, 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.

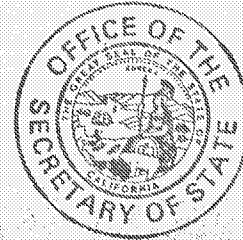
Date: September 12, 2002

*Isaac Larian*

Isaac Larian, President

*Jahanagir Makabi*

Jahanagir Makabi, Secretary



LAI 433961v1