

11-06-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2003) Tab settings

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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): SABAN ENTERTAINMENT, Inc. 10960 Wilshire Boulevard Los Angeles, CA 90024

2. Name and address of receiving party(ies) Name: BVS ENTERTAINMENT, INC. Internal Address: Street Address: 500 South Buena Vista City: Burbank State: CA Zip: 91521

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: November 6, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,765,602

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: The Walt Disney Company Internal Address: Attn: Teri Mareks Street Address: 500 South Buena Vista St City: Burbank State: CA Zip: 91521

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 19-0001 (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. Steven Plotkin Name of Person Signing Signature Date October 31, 2003

Total number of pages including cover sheet, attachments, and document: 4

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

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Office of the Secretary of 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 "SABAN ENTERTAINMENT, INC.", CHANGING ITS NAME FROM "SABAN ENTERTAINMENT, INC." TO "BVS ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1448444

DATE: 11-15-01

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SABAN ENTERTAINMENT, INC.**

Saban Entertainment, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, has adopted resolutions setting forth and declaring advisable the following amendments to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Saban Entertainment, Inc., a Delaware corporation (the "Corporation"), which was originally filed with the Secretary of State on July 14, 1989, be, and it hereby is, amended by striking out the corporation title and paragraph FIRST thereof and inserting in lieu thereof the following:

**"CERTIFICATE OF INCORPORATION
OF
BVS ENTERTAINMENT, INC."**

"FIRST: The name of the corporation is BVS Entertainment, Inc."

; and

FURTHER RESOLVED, that the registered office and registered agent for service of process on the Corporation, be, and it hereby is, amended by striking out paragraph SECOND thereof and inserting in lieu thereof the following:

"SECOND: The address of the registered office of the Corporation in the State of Delaware in Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company."

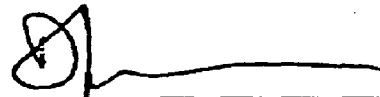
SECOND: That in lieu of action at an annual or special meeting of stockholders, the stockholders of the Corporation have given unanimous written consent to said amendment in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 228(a) and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Saban Entertainment, Inc., has caused this Certificate to be signed by Joseph M. Santaniello, its Vice President and Assistant Secretary, this 6th day of November, 2001.

SABAN ENTERTAINMENT, INC.

By:



David K. Thompson

Its:

Vice President and Assistant Secretary