

02-18-2004

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HEET

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings → → →

102670955

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>THE GOOD GUYS – CALIFORNIA, INC.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-California  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>GOOD GUYS CALIFORNIA, INC.</u></p> <p>Address:</p> <p>Street Address: <u>1600 Harbor Bay Parkway, Suite 200</u></p> <p>City: <u>Alameda</u> State: <u>CA</u> Zip: <u>94502</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation- <u>California</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Effective Date: <u>03/17/2001</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s):</p> <p><u>1,131,234</u>      <u>2,229,803</u>  <u>1,592,492</u>      <u>2,406,256</u>  <u>2,097,179</u>      <u>2,469,723</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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OPR/FI/ANDE  
FEB 12 AM 7:50

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Cathryn A. Berryman</u></p> <p>Address: <u>Jenkins &amp; Gilchrist, P.C.</u></p> <p>Street Address: <u>1445 Ross Avenue, Suite 3200</u></p> <p>City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75202</u></p>	<p>6. Total number of applications and registrations involved: ..... 6</p> <p>7. Total fee (37 CFR 3.41).....\$ 165.00</p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>10-0447</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Cathryn A. Berryman      Cathryn A. Berryman      2-12-04  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 6

02/17/2004 EC00PER 00000107 1131234

01 FC:8521                      40.00 DP  
02 FC:8522                      125.00 DP

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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TRADEMARK  
REEL: 002914 FRAME: 0572

# State of California



## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

DEC 13 2003



*Kevin Shelley*

Secretary of State

1947630

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

AUG 30 1995

*Bill Jones*  
BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION**

**OF**

**THE GOOD GUYS - CALIFORNIA, INC.**

**I**

The name of this corporation is The Good Guys - California, Inc.

**II**

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 Corporations Code.

**III**

The name of this corporation's initial agent for service of process in the State of California is:

Leslie S. Benson  
c/o The Good Guys - California, Inc.  
7000 Marina Blvd.  
Brisbane, California 94005-1830

**IV**

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is One Million (1,000,000) shares.

**V**

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

**VI**

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification

-1-

otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this corporation and its shareholders.

Dated: August 30, 1995

Ann E. Carey  
Ann E. Carey, Incorporator

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TRADEMARK  
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***the good guys!***  
**AUDIO/VIDEO SPECIALISTS**

**August 30, 1995**

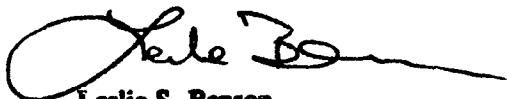
**Secretary of State  
455 Golden Gate Avenue, Suite 2230  
San Francisco, CA 94102**

**Re: The Good Guys - California, Inc.**

**Ladies and Gentlemen:**

**The Good Guys, Inc. a Delaware Corporation, hereby consents to the use of the name The Good Guys - California, Inc., by a wholly owned subsidiary to be formed in California.**

**Sincerely,  
*the good guys!***



**Leslie S. Benson  
Corporate Controller, Assistant Secretary**

**LSB/kf**

1947630

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE GOOD GUYS - CALIFORNIA, INC.**

**FILED**  
in the office of the Secretary of State  
of the State of California  
**APR 16 2001**

*Bill Jones*  
BILL JONES, Secretary of State

Ronald A. Unkefer and Robert A. Stoffregen hereby certify that:

1. They are the duly elected Chief Executive Officer and Secretary, respectively, of The Good Guys - California, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

The name of this corporation is Good Guys California, Inc.

3. The foregoing amendment to the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment to the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 1,000 shares. 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 of our own knowledge.

Executed at Alameda, California on this 17<sup>th</sup> day of March, 2001.

*Ronald A. Unkefer*  
\_\_\_\_\_  
Ronald A. Unkefer  
Chief Executive Officer

*Robert A. Stoffregen*  
\_\_\_\_\_  
Robert A. Stoffregen  
Secretary

