

05-13-2004

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2002)
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HEET U.S. DEPARTMENT OF COMMERCE
-Y 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):
Asian Spirit in America, LLC

5-10-04

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: ImaginAsian Entertainment, Inc.
Internal
Address: David Chu

Street Address: 450 Seventh Avenue, Suite 706

City: New York State: NY Zip: 10123

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) 783000997,
78301009, 78314685, 78314520

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: ImaginAsian Entertainment, Inc.

Internal Address: David Chu

Street Address: 450 Seventh Avenue, Suite 706

City: New York State: NY Zip: 10123

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 145

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

David Chu
Name of Person Signing

[Signature]
Signature

April 28, 2004
Date

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

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

05/12/2004 NGETACHE 00000020 78301009

01 FC:8521
02 FC:8522

40.00 OP
75.00 OP

Refund Ref:
05/12/2004 NGETACHE 0000136221
#136221 - \$30

TRADEMARK
REEL: 002965 FRAME: 0976

**CERTIFICATE OF MERGER
MERGING**

**ASIAN SPIRIT IN AMERICA ENTERTAINMENT, LLC
INTO
IMAGINASIAN ENTERTAINMENT, INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is ImaginAsian Entertainment, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Asian Spirit in America Entertainment, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is ImaginAsian Entertainment, Inc.

FOURTH: The merger is to become effective on January 5, 2004 for accounting purposes only.

FIFTH: The Agreement of Merger is on file at 450 Seventh Avenue, Suite 706, New York, New York 10123, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 2nd day of January, 2004.

ImaginAsian Entertainment, Inc.
a Delaware corporation

By: 

Michael Hong
CEO