

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Asst. Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202

RE: Our File: T- 51965

<p>1. <u>Name (and address) of conveying party(ies)</u></p> <p>Behaviour Entertainment Inc. 1155 Rene-Levesque Boulevard West, Suite 3900, Montreal Quebec, Canada, H3B 3V2</p>	<p>2. <u>Name and Address of receiving party(ies)</u></p> <p>3221156 CANADA INC. 777 de la Commune Street Montreal, Quebec, Canada H3C 1Y1</p>
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- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-Canada
- Other-

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Canada
- Other -

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

<input type="checkbox"/> Assignment;	<input type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement;	<input checked="" type="checkbox"/> Change of Name
<input type="checkbox"/> Other;	<input checked="" type="checkbox"/> Change of Address

Execution Date: November 28, 1997

4. Application number(s) or registration number(s): 1

A. Trademark Application No.(s) 75/147,873 B. Trademark Reg. No.(s)

Additional numbers attached Yes No

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

COLLEN IP
Intellectual Property Law, P.C.
The Holyoke-Manhattan Building
80 South Highland Avenue
Town of Ossining
Westchester County, New York 10562

6. Total number of registrations involved:1

7. Total fee (37 CFR 3.41) \$40.00

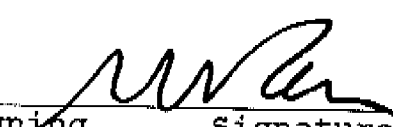
- Enclosed
- Authorized to be charged to deposit account
- Already submitted

8. Deposit account number:
03-2465

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Jane F. Collen		December 13, 2004
Name of person signing	Signature	Date

Total number of pages comprising cover sheet, attachments and documents:4 pages

JFC/MC
Enclosures: Change of name/address document

NOTE: IF THERE IS ANY FEE DUE AT THIS TIME, PLEASE CHARGE IT TO OUR DEPOSIT ACCOUNT NO. 03-2465 AND ADVISE.

Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

3221156 CANADA INC.

322115-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions* conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization.

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes.



Director - Directeur

November 28, 1997/le 28 novembre 1997

Date of Amendment - Date de modification

**CANADA BUSINESS
CORPORATIONS ACT
FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)**

1 - Name of Corporation

BEHAVIOUR ENTERTAINMENT INC.
DIVERTISSEMENT BEHAVIOUR INC.

2 - Corporation No.

322115-6

3 - The articles of the above-named Corporation are amended as follows:

Section 1 of the articles of incorporation be and the same is hereby deleted and replaced by the following:

1 - Name of Corporation

3221156 CANADA INC.

Date

November 25, 1997

Signature

Richard J. Szalwinski
Richard J. Szalwinski

Title

Director

FOR DEPARTMENTAL USE ONLY

Filed DEC - 1 1997