

703-306-5995

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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):

4170539 CANADA INC
7 Laurier Street East
Montréal H2T 1E4 QUEBEC

- Individual(s)
- General Partnership
- Association
- Limited Partnership

- Corporation-State Canada
- Other: _____

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

2. Name and address of receiving party(ies)

Name: Toon Boom Animation Inc.

Internal Address: _____

Street Address: 7 Laurier Street East

City: Montréal State: QUEBEC Zip: H2T 1E4

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other _____
Execution Date: May 26, 2004

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

A. Trademark Application No.(s)
76/205620 TOON BOOM STUDIO

B. Trademark Registration No.(s)
2064189 USANIMATION

Additional number(s) attached Yes No

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

Name: Michael Bevilacqua, Esquire
Internal Address: Wilmer Cutler Pickering Hale and Dorr LLP
Street Address: 60 State Street
City: Boston State: Massachusetts Zip: 02109

6. Total number of applications and registrations involved: TWO (2)

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

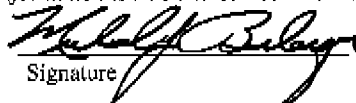
8. Deposit account number: 08-0219
(Attach duplicate copy of this page if paying by deposit account)

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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.

Michael Bevilacqua, Esquire
Name of Person Signing


Signature

January 7, 2005
Date

Wilmer Cutler Pickering Hale and Dorr LLP Attorney Reference Number: 290.730.120

Total number of pages including cover sheet, attachments, and document: 3

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

Please return via FACSIMILE to:

Michael J. Bevilacqua, Esquire @ 617-526-5000
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Industry Canada

Industrie Canada

**Certificate
of Amendment**
**Canada Business
Corporations Act**
**Certificat
de modification**
**Loi canadienne sur
les sociétés par actions**

TOON BOOM ANIMATION INC.

417053-9

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

May 26, 2004 / le 26 mai 2004

Date of Amendment - Date de modification



Industry Canada / Industrie Canada
Canada Business Corporations Act / Loi canadienne sur les sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société TOON BOOM ANIMATION INC. ANIMATION TOON BOOM INC.	2 -- Corporation No. - N° de la société 417053-9
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3 -- The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

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

Name of Corporation : TOON BOOM ANIMATION INC.

Signature	Printed Name - Nom en lettres moulées SCOTT DYER	4 -- Capacity of - En qualité de DIRECTOR	5 -- Tel. No. - N° de tél.
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CONFIDENTIAL / À USAGE DES SEULS BUREAUX DE L'INDUSTRIE DU MINISTRE SEULEMENT



MAY 26 2004