

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THRESHOLD DIGITAL RESEARCH LABS, INC.		11/22/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	THRESHOLD ANIMATION STUDIOS, INC.
Street Address:	1649 11TH STREET
City:	SANTA MONICA
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2396116	CELEBWEB
Registration Number:	2388032	CELEBWEB
Registration Number:	2802592	FOODFIGHT!
Serial Number:	75978287	FOODFIGHT!
Serial Number:	76382764	FOODFIGHT!
Serial Number:	76382765	FOODFIGHT!
Serial Number:	76382766	FOODFIGHT!
Serial Number:	76382763	FOODFIGHT!
Serial Number:	76382762	FOODFIGHT!
Serial Number:	76382760	FOODFIGHT!
Serial Number:	76400720	FOODFIGHT!
Serial Number:	78235217	FOODFIGHT!
Serial Number:	78506296	THRESHOLD ENTERTAINMENT

CH \$340.00 2396116

CORRESPONDENCE DATA

Fax Number: (212)969-2900

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212 969-3000

Email: TRADEMARK@PROSKAUER.COM

Correspondent Name: PROSKAUER ROSE, LLP

Address Line 1: 1585 BROADWAY

Address Line 4: NEW YORK, NEW YORK 10036-8299

NAME OF SUBMITTER:	Sonia V. Heuer
Signature:	/Sonia V. Heuer/
Date:	03/18/2005

Total Attachments: 3
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Delaware

PAGE 1

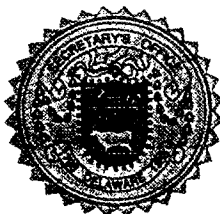
The First State

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 "THRESHOLD DIGITAL RESEARCH LABS, INC.", CHANGING ITS NAME FROM "THRESHOLD DIGITAL RESEARCH LABS, INC." TO "THRESHOLD ANIMATION STUDIOS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2004, AT 3:14 O'CLOCK P.M.

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

3148842 8100

040842057



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3494394

DATE: 11-22-04

TRADEMARK

REEL: 003049 FRAME: 0270

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
THRESHOLD DIGITAL RESEARCH LABS, INC.

The undersigned corporation, in order to amend its Amended and Restated Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is:
Threshold Digital Research Labs, Inc.

SECOND: The corporation hereby amends its Amended and Restated Certificate of Incorporation as follows:

Paragraph FIRST of the Amended and Restated Certificate of Incorporation, relating to the corporate name of the corporation, is hereby amended to read, in its entirety, as follows:

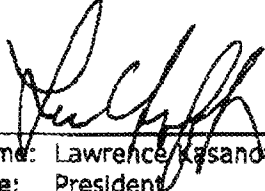
FIRST: The name of the Corporation is:
Threshold Animation Studios, Inc.

THIRD: The written amendment effected herein was authorized by the written consent, setting forth the action so taken, of the holder of a majority of the outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[REMAINDER OF THE PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment this 22 day of November, 2004.

By:


Name: Lawrence Kasanoff
Title: President

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** TOTAL PAGE.03 **