

02-03-2005



RECORD
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TRA ONLY

1-31-05

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Fanimation Design & Mfg., Inc

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

Citizenship (see guidelines)

Execution Date(s) March 24, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Fanimation, Inc.

Internal

Address:

Street Address: 10983 Bennett Parkway

City: Zionsville

State: Indiana

Country: USA

Zip:

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Indiana
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/568,491

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Paul J. Maginot

Internal Address:

Street Address: Maginot, Moore & Beck

Bank One tower, Suite 3000

111 Monument Circle

City: Indianapolis

State: IN Zip: 46204-5115

Phone Number: 317 638-2922

Fax Number: 317 638-2139

Email Address:

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40⁰⁰

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 40E
Expiration Date

b. Deposit Account Number
Authorized User Name

9. Signature:

Paul J. Maginot
Signature

1/28/05
Date

PAUL J. MAGINOT

Total number of pages including cover sheet, attachments, and document: 4

02/02/2005 DBYRNE 00000037 76568491 Name of Person Signing

01 FC:8521

Documents recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003114 FRAME: 0460

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

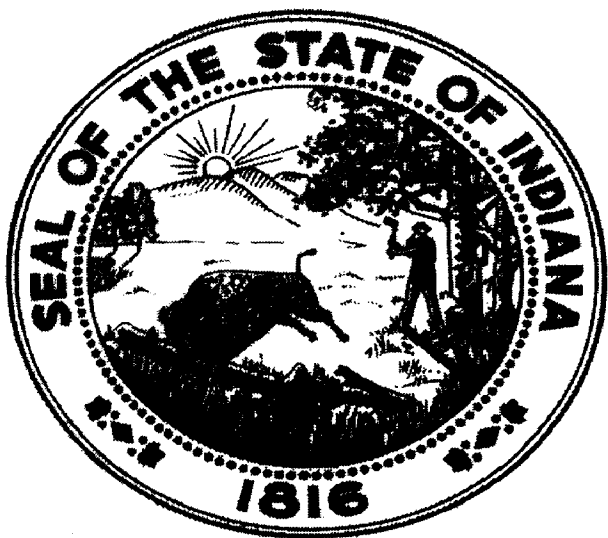
FANIMATION DESIGN & MFG., INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

FANIMATION, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, April 06, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 6, 2004.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

1996031124 / 2004040890534

APPROVED
AND
FILED

Paul Roberts
IND. SECRETARY OF STATE

RECEIVED
INDIANA SECRETARY
OF STATE

2004 APR -6 PM 3:58

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
FANIMATION DESIGN & MFG., INC.**

The undersigned officer of Fanimation Design & Mfg., Inc. (the "Corporation"), existing pursuant to the provisions of the Indiana Business Corporation Law, as amended (the "Act"), desiring to give notice of corporation action effectuating the amendment of the Corporation's Articles of Incorporation, certifies the following facts:

ARTICLE I
AMENDMENT

SECTION 1. The date of the incorporation of the Corporation is: March 20, 1996.

SECTION 2. The name of the Corporation following this amendment of its Articles of Incorporation is **FANIMATION, INC.**

SECTION 3. The exact text of **Article I** of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE I

Name

The name of the Corporation is Fanimation, Inc.

ARTICLE II
MANNER OF ADOPTION AND VOTE

SECTION 1. Action by the Board of Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article I of the Articles of Incorporation.

The resolution was adopted by written consent executed the 26 day of MARCH, 2004, and signed by the sole Director of the Corporation.

SECTION 2. Action of Shareholders. The Shareholders of the Corporation entitled to vote in respect of the Articles of Amendment adopted the proposed amendment. The amendment was adopted by written consent executed the 26 day of MARCH, 2004, and signed by all the Shareholders.

SECTION 3. Compliance with Legal Requirements. The manners of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify subject to the penalties of perjury that the facts contained herein are true this 26 day of MARCH, 2004.

By: Thomas C. Frampton
Thomas C. Frampton, President

This instrument prepared by Dwayne C. Isaacs, Attorney at Law, BINGHAM MCHALE LLP, 2700 Market Tower, 10 W. Market Street, Indianapolis, IN 46204; Telephone (317) 635-8900.

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