Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/16/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
High Moon Studios, Inc.		08/16/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	High Moon Studios, LLC	
Street Address:	6197 El Camino Real	
City:	Carlsbad	
State/Country:	CALIFORNIA	
Postal Code:	92009	
Entity Type:	/pe: Limited liability company: CALIFORNIA	

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76603688	

CORRESPONDENCE DATA

Fax Number: (312)896-6218

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

Phone: 312-443-0218

Email: gsweeney@lordbissell.com

Correspondent Name: Gerald O. Sweeney Address Line 1: 115 S. LaSalle St.

Address Line 4: Chicago, ILLINOIS 60603-3901

NAME OF SUBMITTER:	Ingrid J. Scheckel
Signature:	/Ingrid J. Scheckel/
Date:	09/06/2005

TRADEMARK REEL: 003153 FRAME: 0701

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Total Attachments: 2 source=HighMoon#page1.tif source=HighMoon#page2.tif

TRADEMARK REEL: 003153 FRAME: 0702

State of California Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of ______ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 2 3 2005

BRUCE McPHERSON Secretary of State

Sec/State Form CE-107 (REV 03/31/05)

TRADEMARK
REEL: 003153 FRAME: 0703





RECORDED: 09/06/2005

State of California Secretary of State

ENDORSED - FILED in the office of the Secretary of State of the State of California

AUG 1 6 2005

OTHER BUSINESS ENTITY CERTIFICATE OF MERGER

(Corporations Code Sections 1113(g)(1) and (2), 5019.1, 8019.1 and 12540.1)

Filing Fee - Please see instructions.

IMPORTANT - Read instructions before completing this form. This Space For Filling Use Only 1. Name of surviving entity: 2. Type of entity: 3. Secretary of State File Number: 4. Jurisdiction: High Moon Studios, LLC Lim, Liab. Co 200514310050 California 8. Jurisdiction: 5. Name of disappearing entity: 7. Secretary of State File Number: 6. Type of entity: High Moon Studios, Inc. Corporation 2339683 California 9. Future effective date, if any: Month Year 10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required: Surviving Entity Disappearing Entity Each class entitled to vote Each class antitled to vote Percentage of vote required Percentage of vote required 3,250 Share Common Stock Majority of Outstanding Shares 45,341,500 Class A Units Majority in Interest 11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. 12. If equity securities of a parent party are to be issued in the merger. [] No vote of the shareholders of the parent party was required. [] The required vote of the shareholders of the parent party was obtained. SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP. 13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary, SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY. 14. Principal business address of the surviving other business entity: Address: 6197 El Camino Real Zip: 92009-1602 Carlsbad State: California 15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary. 16. Statutory or other basis under which each foreign other business entity is authorized to effect the margar: N/A 17. Number of pages attached, if any: 0 18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

RPO Acquisition (Sole Manager)

Signature of Authorized Person for the Surviving Entity

Date John Rowe, President, RPO Acquisition Co., - Sole Manager, High Moon
Type or Print Name and This of Person Signing Studios, LLC Type or Print Name and Title of Person Signing Signature of Authorized Person for the Surviving Entity Date 8/1/05 John Rowe, President Type or Print Name and Title of Person Signing 8/1/05 Jonathan Hodes, Secretary Type or Print Name and Title of Person Signing Date or an entity that **h**e a business trust, real estate investment trust or an unincorporated association, set forth the proother basis for the authority of the person signing. C-CATATE 48-7 03/2006)

TRADEMARK

REEL: 003153 FRAME: 0704