

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion and Name Change

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Cartoon Network LP, LLLP		12/28/2006	Limited liability limited partnership: DELAWARE

RECEIVING PARTY DATA

Name:	The Cartoon Network, Inc.
Street Address:	1050 Techwood Drive, NW
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30318
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 92

Property Type	Number	Word Mark
Registration Number:	3047069	12OZ MOUSE
Registration Number:	3080904	12OZ MOUSE
Registration Number:	2534371	ANIMATE YOUR WORLD
Registration Number:	2880349	AQUA TEEN HUNGER FORCE
Registration Number:	2978439	AQUA TEEN HUNGER FORCE
Registration Number:	2870546	AQUA TEEN HUNGER FORCE
Registration Number:	2929653	AQUA TEEN HUNGER FORCE
Registration Number:	2681782	AQUA TEEN HUNGER FORCE
Registration Number:	3158465	BALLOON BONANZA
Registration Number:	2310513	BIG FRIDGE
Registration Number:	3135645	BOOMERACERS
Registration Number:	2970945	BOOMERANG
Registration Number:	3093831	BOOMERANG

OP \$2315.00 3047069

Registration Number:	2925523	BOOMERANG
Registration Number:	3138895	BOOMERANG
Registration Number:	2820144	BOOMERANG
Registration Number:	2944358	BOOMERANG
Registration Number:	2795212	BOOMERANG
Registration Number:	2967725	BOOMERANG
Registration Number:	2806814	BOOMERANG
Registration Number:	2029598	BOOMERANG
Registration Number:	2610075	BOOMERANG
Registration Number:	3094427	BOOMERANG ZOO
Registration Number:	3171545	CAMP LAZLO
Registration Number:	3072054	CAMP LAZLO
Registration Number:	3072055	CAMP LAZLO
Registration Number:	3042545	CAMP LAZLO
Registration Number:	2812601	CAPT. LINGER
Registration Number:	2315374	CARTOON CARTOON
Registration Number:	2209037	CARTOON GANG
Registration Number:	2322672	CARTOON NETWORK
Registration Number:	2479616	CARTOON NETWORK
Registration Number:	2087389	CARTOON NETWORK
Registration Number:	2581434	CARTOON NETWORK
Registration Number:	1877681	CARTOON NETWORK
Registration Number:	2131857	CARTOON NETWORK
Registration Number:	2239225	CARTOON NETWORK
Registration Number:	2330594	CARTOON NETWORK
Registration Number:	1819542	CARTOON NETWORK
Registration Number:	1798899	CARTOON NETWORK
Registration Number:	2176023	CARTOON NETWORK
Registration Number:	2981742	CARTOON NETWORK HOOP HOP
Registration Number:	2887670	CARTOON NETWORK HOOP HOP
Registration Number:	2128259	CARTOON NETWORK WACKY RACING
Registration Number:	2554469	CARTOON NETWORK
Registration Number:	2881756	CARTOON NETWORK'S LAST BELL
Registration Number:	2539999	CARTOON ORBIT
Registration Number:	2325055	CARTOON PLANET

Registration Number:	2683637	CARTOONNET
Registration Number:	3128300	CARTOONWORLD
Serial Number:	78578034	12OZ MOUSE
Serial Number:	78578038	12OZ MOUSE
Serial Number:	78578051	12OZ MOUSE
Serial Number:	78792916	ACE ARCADE
Serial Number:	78730550	ACME HOUR
Serial Number:	78954972	APEMAN
Serial Number:	78955160	APEMAN
Serial Number:	78955168	APEMAN
Serial Number:	78955164	APEMAN
Serial Number:	78955157	APEMAN
Serial Number:	78754384	AQUA TEEN HUNGER FORCE
Serial Number:	78754822	AQUA TEEN HUNGER FORCE
Serial Number:	78754828	AQUA TEEN HUNGER FORCE
Serial Number:	78754829	AQUA TEEN HUNGER FORCE
Serial Number:	78754838	AQUA TEEN HUNGER FORCE
Serial Number:	78754840	AQUA TEEN HUNGER FORCE
Serial Number:	77021580	ARMY OF JOHN
Serial Number:	77021581	ARMY OF JOHN
Serial Number:	77021582	ARMY OF JOHN
Serial Number:	77021583	ARMY OF JOHN
Serial Number:	77021579	ARMY OF JOHN
Serial Number:	78800847	ASSY MCGEE
Serial Number:	78800849	ASSY MCGEE
Serial Number:	78800852	ASSY MCGEE
Serial Number:	78800854	ASSY MCGEE
Serial Number:	78800843	ASSY MCGEE
Serial Number:	78661392	BAD CLAY FABLES
Serial Number:	78842928	BIG FAT AWESOME HOUSE PARTY
Serial Number:	78699067	BUS STOP TALK
Serial Number:	78604730	CALL TOONS
Serial Number:	78441712	CAMP LAZLO
Serial Number:	78441721	CAMP LAZLO
Serial Number:	78692374	CARTOON ALLOWANCE

Serial Number:	78692373	CARTOON ALLOWANCE
Serial Number:	78923201	CARTOON NETWORK MINI-MATCH
Serial Number:	78918567	CARTOONITO
Serial Number:	78918569	CARTOONITO
Serial Number:	78918572	CARTOONITO
Serial Number:	78918574	CARTOONITO
Serial Number:	78918653	CARTOONITO
Serial Number:	78918652	CARTOONITO
Registration Number:	3114184	ALPHA BLANKS

CORRESPONDENCE DATA

Fax Number: (404)815-6555

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

Phone: 404-532-6937

Email: wstrademarks@kilpatrickstockton.com

Correspondent Name: Olivia Maria Baratta

Address Line 1: 1100 Peachtree Street

Address Line 2: Suite 2800

Address Line 4: Atlanta, GEORGIA 30309-4530

ATTORNEY DOCKET NUMBER:	55711-337526
NAME OF SUBMITTER:	Olivia Maria Baratta
Signature:	/Maria Baratta/
Date:	01/09/2007

Total Attachments: 6

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "THE CARTOON NETWORK LP, LLLP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "THE CARTOON NETWORK LP, LLLP" TO "THE CARTOON NETWORK, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:58 O'CLOCK P.M.

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



2985288 8100V

061195121

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5320196

DATE: 01-02-07

TRADEMARK

REEL: 003457 FRAME: 0885

**CERTIFICATE OF CONVERSION AND NAME CHANGE
OF THE CARTOON NETWORK LP, LLLP TO
A CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**


1. The date on which the entity was first formed is December 28, 1998.
2. The name of the limited liability limited partnership herein being converted immediately prior to filing this Certificate is The Cartoon Network LP, LLLP.
3. The name of the corporation, into which the limited liability limited partnership is herein being converted, as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware (the "DGCL") is The Cartoon Network, Inc.
4. The limited liability limited partnership herein being converted is duly formed and existing under the laws of Delaware.
5. The conversion shall be effective at 11:58 p.m. EST on December 31, 2006.
6. Pursuant to Section 265(f) of the DGCL, the converted corporation shall for all purposes be deemed the same entity as the limited liability limited partnership. All property (including, without limitation, intellectual property) of the limited liability limited partnership prior to the conversion shall remain vested in and shall be the property of the converted corporation following the conversion without any requirement for assignment or other transfer.

[Signature on following page]

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 12/28/2006
FILED 01:20 PM 12/28/2006
SRV 061195121 - 2985288 FILE

IN WITNESS WHEREOF, the undersigned General Partner of The Cartoon Network LP, LLLP executes this Certificate of Conversion this 28th day of December, 2006.

TURNER ENTERTAINMENT
NETWORKS, INC., its General Partner

By: 
Name: Louise S. Sams
Title: Vice President and Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "THE CARTOON NETWORK, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:58 O'CLOCK P.M.

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

2985288 8100V

061195121



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5320196

DATE: 01-02-07

TRADEMARK
REEL: 003457 FRAME: 0888

THE CARTOON NETWORK, INC.

CERTIFICATE OF INCORPORATION

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is The Cartoon Network, Inc. The corporation is being incorporated in connection with the conversion of Cartoon Network LP, LLLP to a corporation (the "Conversion"), and is being filed simultaneously with the Certificate of Conversion of Cartoon Network LP, LLLP to the corporation.

SECOND. The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 200. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class. Upon the Effective Time (as defined below) of the Certificate of Conversion of Cartoon Network LP, LLLP to the corporation and this Certificate of Incorporation, all the limited partner interests and all the general partner interests (collectively, "LP Interests") in Cartoon Network LP, LLLP issued and outstanding immediately prior to the Effective Time will be automatically converted into and exchanged for 100 fully paid and nonassessable shares of Common Stock, without any action required on the part of the corporation or the former holders of LP Interests.

FIFTH. The incorporator of the corporation is Brendan P. McGill, whose mailing address is Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424.

SIXTH. Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law whether adopted by them or otherwise.

EIGHTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent

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Secretary of State
Division of Corporations
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such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

TENTH. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the persons who are to serve as the directors of the corporation until the first annual meeting of stockholders of the corporation, or until their successors are duly elected and qualified, are:

Victoria W. Miller
One CNN Center
Atlanta, Georgia 30303

Louise S. Sams
One CNN Center
Atlanta, Georgia 30303

This Certificate of Incorporation shall be effective at 11:58 p.m. EST on December 31, 2006 (the "Effective Time").

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this 28th day of December, 2006.



Brendan P. McGill
Incorporator