

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/16/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MARVEL ENTERPRISES, INC.		09/16/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	MARVEL ENTERTAINMENT, INC.
Street Address:	417 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3146831	FIGURE FACTORY
Registration Number:	3021921	HUGGABLE HEROES
Registration Number:	3094409	MEGA MORPHS
Registration Number:	2364004	TOY BIZ
Registration Number:	2296093	TOY BIZ
Registration Number:	2428571	WEB SPLASHERS
Registration Number:	2077016	COVER CONCEPTS
Registration Number:	2102655	COVER CONCEPTS

**CORRESPONDENCE DATA**

Fax Number: (212)576-8569  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2125764033  
 Email: cpinkus@marvel.com

CH \$215.00 3146831

Correspondent Name: Eli Bard c/o Marvel Entertainment, Inc.  
Address Line 1: 417 Fifth Avenue  
Address Line 4: New York, NEW YORK 10016

NAME OF SUBMITTER:	Eli Bard
Signature:	/elibard/
Date:	10/08/2007

Total Attachments: 4  
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MARVEL ENTERTAINMENT, INC", A DELAWARE CORPORATION,  
WITH AND INTO "MARVEL ENTERPRISES, INC." UNDER THE NAME OF  
"MARVEL ENTERTAINMENT, INC.", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D.  
2005, AT 9:02 O'CLOCK A.M.

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

2329546 8100M

050758933



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4160129

DATE: 09-16-05

TRADEMARK

REEL: 003635 FRAME: 0160

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARVEL ENTERTAINMENT, INC.  
(a Delaware corporation)

WITH AND INTO

MARVEL ENTERPRISES, INC.  
(a Delaware corporation)

(Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware)

Marvel Enterprises, Inc., a Delaware corporation (the "Corporation") does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the outstanding stock of Marvel Entertainment, Inc., a Delaware corporation.

THIRD: That the Corporation, by action at a meeting of the Board of Directors duly called and held on August 30, 2005, determined to merge into itself, Marvel Entertainment, Inc. on the conditions set forth in the following resolutions:

NOW THEREFORE BE IT RESOLVED, that the Board of Directors deems it advisable and in the best interest of the Corporation and hereby approves the merger into itself of its wholly-owned subsidiary, Marvel Entertainment, Inc. and assumes all of such subsidiary's liabilities and obligations, effective upon the filing of a certificate of ownership and merger embodying these resolutions with the Secretary of State of the State of Delaware; and be it further

RESOLVED, that any time prior to the filing of a certificate of ownership and merger with the Secretary of State, the merger may be terminated by the Board of Directors of either constituent corporation; and be it further

RESOLVED, that pursuant to Section 253(b) of the Delaware General Corporation Law, the Board of Directors deems it advisable and in the best interest of the Corporation, and hereby approves, a change in the Corporation's corporate name to "Marvel Entertainment, Inc.", such change to become effective upon the effectiveness of the merger; and be it further

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RESOLVED, the Corporation's charter and bylaws prior to the merger shall be the charter and bylaws of the surviving corporation; and be it further

RESOLVED, that the CEO, General Counsel or any Vice President be and is hereby authorized to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Marvel Entertainment, Inc. into this Corporation, to effect the name change above and to assume Marvel Entertainment Inc.'s liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger; and be it further

RESOLVED, that all actions heretofore taken by any officer of the Corporation in connection with or contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as actions on behalf of the Corporation.

FOURTH: Pursuant to Section 253(b) of the General Corporation Law of the State of Delaware, upon the effectiveness of the merger, the Corporation, as the surviving corporation in the merger, will change its corporate name to

"Marvel Entertainment, Inc."

FIFTH: By virtue of the merger and without any action on the part of the holder thereof, each outstanding share of common stock of the subsidiary shall be cancelled and no consideration shall be issued in respect thereof


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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 16<sup>th</sup> day of September, 2005 and effective as of September 16, 2005.

MARVEL ENTERPRISES, INC.

By:

  
Name: John Turitzin  
Title: Executive Vice President & General Counsel

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