

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
The Starlight Starbright Children's Foundation		09/16/2008	Non-Profit Public Benefit Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	Starlight Children's Foundation
Street Address:	5757 Wilshire Blvd., Suite M-100
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90036-5810
Entity Type:	Non-Profit Public Benefit Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3235404	STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION
Registration Number:	3235399	STARLIGHT STARBRIGHT
Registration Number:	3231708	STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION
Registration Number:	3357923	SITE OF A MILLION STARS
Registration Number:	3308862	WHERE FUN SHINES
Registration Number:	2973055	STARBRIGHT FAMILY ROOM
Registration Number:	3305383	HOSPITAL HAPPENINGS
Registration Number:	2999821	HOSPITAL PALS
Registration Number:	2757200	QUEST FOR THE CODE
Registration Number:	2845443	MOLD MOB
Registration Number:	2845442	ALEX DANDER THE FLAKE
Registration Number:	2845441	GENERAL ROBO-ROACH
Registration Number:	2845440	FUMINATOR
Registration Number:	2845439	SMOKITA

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Registration Number:	2845438	MOLDY
Registration Number:	2845437	MUCUS AIRGON
Registration Number:	2845436	CHALKTISHA
Registration Number:	2769776	CYRUS
Registration Number:	2769775	PERFUMA
Registration Number:	2554684	STARBRIGHT WORLD
Registration Number:	2489590	FIND A FRIEND
Registration Number:	2532673	STARBRIGHT EXPLORER SERIES
Registration Number:	2629680	VIDEOS WITH ATTITUDE
Registration Number:	2628476	XYLO
Registration Number:	1890287	STARBRIGHT
Serial Number:	78775006	RETURN ON INVOLVEMENT
Serial Number:	78775014	INDOMITABLE SPIRIT
Serial Number:	77323019	STARLIGHT
Serial Number:	77258407	GET FIT GET RIGHT
Serial Number:	77529259	STARLIGHT
Serial Number:	77309891	BEING SMART IS COOL
Serial Number:	77308595	THE TUTTLES MADCAP MISADVENTURES
Serial Number:	77309141	GREAT ESCAPES

CORRESPONDENCE DATA

Fax Number: (415)268-7522
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415 268 6538
Email: rlal@mofo.com, mwadsworth@mofo.com, dlabaria@mofo.com
Correspondent Name: Jennifer Lee Taylor
Address Line 1: Morrison & Foerster LLP, 425 Market St.
Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	82483-24000.00
NAME OF SUBMITTER:	Jennifer Lee Taylor
Signature:	/Jennifer Lee Taylor/
Date:	10/14/2008

Total Attachments: 4

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TRADEMARK

REEL: 003871 FRAME: 0223



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

SEP 24 2008

DEBRA BOWEN
Secretary of State

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

SEP 23 2008

CERTIFICATE
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION

A California Non-Profit Public Benefit Corporation

Ronald Leibow and Gretchen Wooden certify that:

1. They are the Chairman of the Board of Directors and the Assistant Secretary, respectively, of THE STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION, a California non-profit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follow:

I.

The name of the Corporation is STARLIGHT CHILDREN'S FOUNDATION.

II.

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose for which the Corporation is organized is to enhance the lives of seriously ill children and their families, through the development, production, licensing and operation of programs combining health care, education, research, entertainment and other psychosocial services, and related purposes for the public benefit.

C. The general purpose and powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

D. Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

III.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

IV.

A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 23704.5 of the California Revenue and Taxation Code, as amended (the "CRTC"); and as provided in Section 24359(a)(4) of the CRTC, this Corporation shall not participate in, nor intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

B. This Corporation is organized exclusively for charitable purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Code and similar provisions of the CRTC and all successor provisions.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of the CRTC and of any future law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provisions of the CRTC, or any successor provisions.

V.

A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. Nothing in paragraph A of this Article V shall be construed to supersede or limit the protections afforded volunteer directors under the California Nonprofit Corporation Law.

C. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right or protection of an agent of the Corporation existing at the time of such repeal or modification.

VI.

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings or assets of the Corporation shall inure to the benefit of any director,

member, trustee, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a non-profit fund, foundation or corporation dedicated to charitable purposes which meets the requirements for exemption under Section 214 of the CRTA, and which non-profit fund, foundation or corporation has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax laws or to a governmental unit or agency.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any acts of self-dealing as defined in Section 4941(c) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

3. The foregoing Amendment and Restatement of the Articles of Incorporation may be adopted with and has been duly approved by the Board of Directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 16, 2008



Ronald Leibow
Chairman of the Board of Directors



Gretchen Wooden
Assistant Secretary

