

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Marvel Entertainment, Inc.		12/31/2009
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Marvel Entertainment, LLC		
Street Address:	135 West 50th Street, 7th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2949426	PUNISHER
CORRESPONDENCE DATA			
Fax Number:	(212)576-8569		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 576-8501		
Email:	ebard@marvel.com		
Correspondent Name:	Eli Bard c/o Marvel Entertainment, LLC		
Address Line 1:	135 West 50th Street, 7th Floor		
Address Line 4:	New York, NEW YORK 10020		
NAME OF SUBMITTER:	Eli Bard, Attorney of Record, NY bar mbr		
Signature:	/elibard/		
Date:	04/28/2011		
Total Attachments: 3 source=Merger Marvel Ent Inc into Marvel Ent LLC#page1.tif source=Merger Marvel Ent Inc into Marvel Ent LLC#page2.tif source=Merger Marvel Ent Inc into Marvel Ent LLC#page3.tif			

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

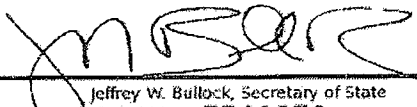
"MARVEL ENTERTAINMENT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MAVERICK MERGER SUB, LLC" UNDER THE NAME OF
"MARVEL ENTERTAINMENT, LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2009, AT 4:34 O'CLOCK P.M.

4725252 8100M

100013161

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7740873

DATE: 01-06-10

TRADEMARK
REEL: 004530 FRAME: 0532

**CERTIFICATE OF MERGER
OF
MARVEL ENTERTAINMENT, INC.
WITH AND INTO
MAVERICK MERGER SUB, LLC**

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"), the undersigned, Maverick Merger Sub, LLC, a Delaware limited liability company (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the name and state of organization of each of the constituent entities of the merger are as follows:

<u>Name of Entity</u>	<u>State of Organization</u>
Marvel Entertainment, Inc.	Delaware
Maverick Merger Sub, LLC	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of December 31, 2009, by and between the Company and Marvel Entertainment, Inc. (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL and Section 18-209 of the LLC Act.

THIRD: That the surviving limited liability company of the merger shall be Maverick Merger Sub, LLC (the "Surviving Company"). At the effective time of the merger, the name of the Surviving Company will be changed to "Marvel Entertainment, LLC".

FOURTH: That the Certificate of Formation of the Company as in effect immediately prior to the merger shall be the Certificate of Formation of the Surviving Company.

FIFTH: That the merger will be effective upon filing of this Certificate of Merger.

SIXTH: That the executed Merger Agreement is on file at the place of business of the Surviving Company, the address of which is 500 South Buena Vista Street, Burbank, California 91521.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any member of the Company or any stockholder of Marvel Entertainment, Inc.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, as the Surviving Company, has caused this Certificate of Merger to be executed by its duly authorized officer.

Dated: December 31, 2009

MAVERICK MERGER SUB, LLC

By: /s/ Matthew L. McGinnis
Name: Matthew L. McGinnis
Title: Vice President and Assistant Secretary