

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/09/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Image Entertainment, Inc.		09/09/2005	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	Image Entertainment, Inc.		
Street Address:	20525 Nordhoff St. Suite 200		
City:	Chatsworth		
State/Country:	CALIFORNIA		
Postal Code:	91311		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	76603001	HVE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(206)359-9000		
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	James L. Vana		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101-3099		
ATTORNEY DOCKET NUMBER:	69493-4000.0008.US001		
NAME OF SUBMITTER:	Jeffrey Nelson		
Signature:	/Jeffrey A Nelson/		

CH \$40.00 76603001

900202873

**TRADEMARK**  
 REEL: 004629 FRAME: 0616

Date:

09/23/2011

**Total Attachments: 8**

source=Image Entertainment - Corporate Documents#page1.tif

source=Image Entertainment - Corporate Documents#page2.tif

source=Image Entertainment - Corporate Documents#page3.tif

source=Image Entertainment - Corporate Documents#page4.tif

source=Image Entertainment - Corporate Documents#page5.tif

source=Image Entertainment - Corporate Documents#page6.tif

source=Image Entertainment - Corporate Documents#page7.tif

source=Image Entertainment - Corporate Documents#page8.tif

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "IMAGE ENTERTAINMENT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF AUGUST, A.D. 2005, AT 5:52 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINTH DAY OF SEPTEMBER, A.D. 2005, AT 1:45 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FIRST DAY OF NOVEMBER, A.D. 2005, AT 8:22 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE FIFTEENTH DAY OF MAY, A.D. 2006, AT 1:23 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF JULY, A.D. 2008, AT 3:26 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE EIGHTH DAY OF JANUARY, A.D. 2010, AT 12:29 O'CLOCK P.M.


CERTIFICATE OF DESIGNATION, FILED THE EIGHTH DAY OF JANUARY, A.D. 2010, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JUNE, A.D.

4008621 8100H

110708460



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8823639

DATE: 06-09-11

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004629 FRAME: 0618

# Delaware

PAGE 2

*The First State*

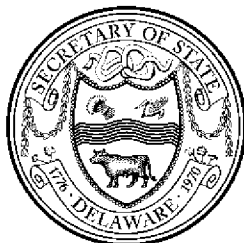
2010, AT 2:01 O'CLOCK P.M.


CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF  
NOVEMBER, A.D. 2010, AT 1:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "IMAGE ENTERTAINMENT, INC.".

4008621 8100H

110708460



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8823639

DATE: 06-09-11

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004629 FRAME: 0619

CERTIFICATE OF INCORPORATION  
OF  
IMAGE ENTERTAINMENT, INC.

The name of the corporation is Image Entertainment, Inc. (the "**Corporation**").

The address of the Corporation's registered office in the State of Delaware is 615 South DuPont Highway, Dover, Delaware 19901, County of Kent. The name of its registered agent at such address is National Corporate Research, Ltd.

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 ("**DGCL**").

4. Capital Stock.

(a) Authorized Capital Stock. The total number of shares of capital stock that the Corporation is authorized to issue is One Hundred Twenty-Five Million (125,000,000) shares, consisting of One Hundred Million (100,000,000) shares of common stock, \$.0001 par value per share ("**Common Stock**"), and Twenty-Five Million (25,000,000) shares of preferred stock, \$.0001 par value per share ("**Preferred Stock**").

(b) Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. Subject to the limitations and restrictions in this paragraph 4, the Board of Directors, to the extent permitted by law and the Bylaws of the Corporation, by resolution or resolutions, is authorized to create or provide for any such series, and to fix the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series so created, subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

There shall be no limitation or restriction on any variation between any of the different series of Preferred Stock as to the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof; and the several series of Preferred Stock may, except as hereinafter in this paragraph 4 otherwise expressly provided, vary in any and all respects as fixed and determined by the resolution or resolutions of the Board of Directors or by Committee of the Board of Directors, providing for the issuance of the various series; *provided, however,* that all shares of any one series of Preferred Stock shall have the same designation, preferences and relative, participating, optional or other special rights and qualifications, limitations and restrictions.

(c) Common Stock.

(i) Voting Rights. Except as otherwise required by law, or as otherwise fixed by resolution or resolutions of the Board of Directors with respect to one or more series of Preferred Stock, the entire voting power and all voting rights shall be vested exclusively in the Common Stock, and each stockholder of the Corporation who at the time possesses voting power for any purpose shall be entitled to one vote for each share of such stock standing in his or her name on the books of the Corporation.

(ii) Dividends. Subject to the rights, preferences, privileges, restrictions and other matters pertaining to the Preferred Stock that may, at that time be outstanding, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

(iii) Liquidation; Dissolution. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors and to the holders of any Preferred Stock of the Corporation that may at the time be outstanding, in proportion to the number of shares held by them, respectively, without regard to class.

5. Board of Directors.

(a) Management. The management of the business and the conduct of the affairs of the Corporation shall be vested in the Board of Directors. The number of directors that shall constitute the Board of Directors shall be fixed exclusively by resolutions adopted by the Board of Directors.

(b) Term of Office. A director shall hold office until his or her successor shall be elected and qualified or until such director's earlier death, resignation, retirement or removal from office.

(c) Removal. Subject to any limitation imposed by law or any rights of holders of Preferred Stock, the Board of Directors or any individual director may be removed from office at any time with or without cause by the affirmative vote of the holders of at least 66 2/3% of the voting power of all the then outstanding shares of capital stock of the Corporation entitled to vote, voting together as a single class.

(d) Vacancies. Subject to any limitation imposed by law or any rights of holders of Preferred Stock, any vacancies (including newly created directorships) shall be filled only by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Directors appointed to fill vacancies created by the resignation or termination of a director will serve the remainder of the term of the resigning or terminated director.

6. Actions by Stockholders

(a) No Action Without a Meeting. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws of the Corporation. No action shall be taken by the stockholders of the Company by written consent or electronic transmission.

(b) Special Meetings of Stockholders. Except as otherwise required by law and subject to the rights, if any, of the holders of any series of Preferred Stock, special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time only by the Chairman of the Board of Directors, the Chief Executive Officer, the President or the Secretary of the Corporation, in each case pursuant to a resolution of the Board of Directors, and special meetings of stockholders of the Corporation may not be called by any other person or persons.

7. Amendment of Certificate of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Any provisions contained in this Certificate of Incorporation may be amended, altered, changed or repealed by (a) the majority vote of the Board of Directors, or (b) the affirmative vote of the holders of at least 66 2/3% of the voting power of all then outstanding shares of stock entitled to vote, voting together as a single class, in each case subject to any rights of holders of Preferred Stock.

8. Indemnification; Limitation of Liability. Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this Section 9 of the relevant provisions of the DGCL shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

9. The name and mailing address of the sole incorporator is as follows:

<b>Name</b>	<b>Mailing Address</b>
Dennis Hohn Cho, Esq.	20525 Nordhoff Street Suite 200 Chatsworth, CA 91311-6104

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the DGCL, do make this certificate, hereby

declaring and certifying that this is my act and deed and the facts herein stated are true, and, accordingly, have hereunto set my hands this 29th day of July 2005.

/s/ DENNIS HOHN CHO

Dennis Hohn Cho, Esq.

Sole Incorporator



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:45 PM 09/09/2005  
FILED 01:45 PM 09/09/2005  
SRV 050740524 - 4008621 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
of  
**IMAGE ENTERTAINMENT, INC.,**  
a California corporation  
with and into  
**IMAGE ENTERTAINMENT, INC.,**  
a Delaware corporation

It is hereby certified that:

1. Image Entertainment, Inc. is a corporation organized under the laws of the State of California (the "**Corporation**"), which laws permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. The Corporation, as the owner of all of the outstanding shares of capital stock of Image Entertainment, Inc., a Delaware corporation ("**Image Delaware**"), hereby merges with and into Image Delaware with Image Delaware as the surviving corporation (the "**Merger**") pursuant to a Merger Agreement (the "**Merger Agreement**").
3. The following is a copy of the resolutions adopted on July 12, 2005, by the Board of Directors of the Corporation approving the Merger:

RESOLVED, that subject to the approval of the Corporation's shareholders, in order to effectuate the Reorganization, the Board of Directors of the Corporation hereby approves and adopts the Merger and authorizes the Corporation to enter into the Merger Agreement, in substantially the form attached hereto as **Exhibit A**, with such changes as the officers executing the same in their discretion deem advisable, and to enter into, execute, deliver and perform its obligations under the Merger Agreement and each other agreement, document, instrument, certificate or amendment, including without limitation, the execution and filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the filing of a certified copy of the Certificate of Ownership and Merger with the California Secretary of State, and to take such other actions, as may be required or deemed necessary to be provided or taken by the Corporation thereunder;

RESOLVED FURTHER, upon September 9, 2005, (the "**Effective Date**"), each share of common stock of the Corporation, no par value ("**Image California Common Stock**"), which shall be issued and outstanding immediately prior to the Effective Time of the Merger, shall be converted pro rata into one issued and outstanding share of common stock of Image Delaware, \$.0001 par value per share ("**Image Delaware Common Stock**"), and, from and after the Effective Date, the holders of all of said issued and outstanding shares of common stock of the Corporation shall automatically be and become holders of shares of Image

Delaware Common Stock, whether or not certificates representing said shares are then issued and delivered;

RESOLVED FURTHER, that subject to the approval of the Corporation's shareholders, the officers of the Corporation be, and each of them hereby is, authorized and directed to enter into, execute, deliver and perform the Corporation's obligations under the Merger Agreement, in substantially the form attached hereto as **Exhibit A**, with such changes as the officers executing the same in their discretion deem advisable, and each other agreement, document, instrument, certificate or amendment required to be provided by the Corporation, including without limitation, the execution and filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the filing of a certified copy of the Certificate of Ownership and Merger with the California Secretary of State, and to take such other actions, as may be required or deemed necessary to be provided or taken by the Corporation thereunder; and

RESOLVED FURTHER, the Merger Agreement shall be submitted to the Corporation's shareholders for approval.

4. The Merger has been adopted, approved, certified, executed, and acknowledged by the Corporation in accordance with the laws under which it is organized.

Executed on this 9th day of September 2005.

IMAGE ENTERTAINMENT, INC.,  
a California corporation

By: /s/ MARTIN W. GREENWALD  
Martin W. Greenwald  
Its Chairman, President and  
Chief Executive Officer