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
Starplex Operating, L.L.C.	FORMERLY Starplex Operating, L.P.	12/30/2010	LIMITED LIABILITY COMPANY: TEXAS

RECEIVING PARTY DATA

Name:	Starplex Operating, L.L.C.
Street Address:	12400 Coit Road, Suite 800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75251
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3986985	IDX
Registration Number:	3886164	STARPLEX CINEMAS

OP $65.00 3986985

CORRESPONDENCE DATA

Fax Number: 2142000810
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2146515000
Email: ipdocketing@haynesboone.com
Correspondent Name: Gavin George
Address Line 1: Haynes and Boone, LLP
Address Line 2: 2323 Victory Ave., Suite 700
Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	43213.5
NAME OF SUBMITTER:	Gavin George

Signature:	/Gavin George/
Date:	12/17/2012

Total Attachments: 5
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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

John Steen
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Starplex Operating, L.L.C.
Filing Number: 801363418

Certificate of Conversion — December 30, 2010

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 07, 2012.

John Steen
Secretary of State

TRADEMARK
REEL: 004921 FRAME: 0187

Form 642 (Revised 12/08) Return in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512 463-5709 **Filing Fee: See instructions**	**Certificate of Conversion of a Limited Partnership Converting to a Limited Liability Company**	This space reserved for office use. **FILED** **In the Office of the Secretary of State of Texas** DEC 30 2010 **Corporations Section**

Converting Entity Information

The name of the converting limited partnership is:
Starplex Operating, L.P.

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: December 6, 2004

The file number, if any, issued to the limited partnership by the secretary of state is: 800421663

Converted Entity Information

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:

Starplex Operating, L.L.C.

The limited liability company will be formed under the laws of: Texas

Plan of Conversion

☐ The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

12400 Coit Road, Suite 800	Dallas	TX	USA	75251
Street or Mailing Address	*City*	*State*	*Country*	*Zip Code*

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

12400 Coit Road, Suite 800	Dallas	TX	USA	75251
Street or Mailing Address	*City*	*State*	*Country*	*Zip Code*

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

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Certificate of Formation for the Converted Entity

If the converted entity is a Texas limited liability company, the certificate of formation of the Texas limited liability company must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 9:30 am on January 1, 2011

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

_____

_____

Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

☒ In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 12/30/2010

_____

Signature of authorized person (see instructions)

Steve Holmes Pres. Dist

Printed or typed name of authorized person

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FILED
In the Office of the
Secretary of State of Texas
DEC 30 2010
Corporations Section

STARPLEX OPERATING, L.L.C.

CERTIFICATE OF FORMATION

The undersigned, acting in accordance with the Business Organizations Code of the State of Texas (the "*TBOC*"), hereby adopts the following Certificate of Formation (this "*Certificate*") forming Starplex Operating, L.L.C. pursuant to a plan of conversion that converts Starplex Operating, L.P., a Texas limited partnership, into a Texas limited partnership. Starplex Operating, L.P., 12400 Coit Road, Suite 800, Dallas, Texas 75251, was formed as a Texas limited partnership on December 6, 2004.

ARTICLE I.
NAME

The filing entity being formed is a limited liability company. The name of the Company shall be Starplex Operating, L.L.C.

ARTICLE II.
NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The initial registered agent of the Company is an individual resident of the state whose name is Steve Holmes. The business address of the registered agent and the registered office address is 12400 Coit Road, Suite 800, Dallas, Texas 75251.

ARTICLE III.
GOVERNING AUTHORITY

The Company will be governed by managers. The name and address of the initial manager is set forth below.

Starplex Master Holdings, L.P.	12400 Coit Road, Suite 800 Dallas, Texas 75251

ARTICLE IV.
PURPOSES

The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the TBOC.

ARTICLE V.
DURATION

The Company's period of duration shall be perpetual.

ARTICLE VI.
EFFECTIVENESS OF FILING

This document becomes effective on January 1, 2011.

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ARTICLE VII.
ORGANIZER

The name and address of the organizer is Steve Holmes, 12400 Coit Road, Suite 800, Dallas, Texas 75251.

ARTICLE VIII.
EFFECTIVE TIME

This Certificate shall become effective upon the effectiveness of the conversion at 9:30 am on January 1, 2011.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

IN WITNESS WHEREOF, I have executed this Certificate of Formation this 30 day of December, 2010.

By: _____
Steve Holmes

RECORDED: 12/17/2012

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