

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

10-07-1998



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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Van Bernard Productions, Inc. (Note: one of three co-owners) [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State - California [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Note: one of three co-owners: Name: Red Skelton Productions, Inc. Internal Address: Street Address: 1050 Stradella Road City: Los Angeles State: CA ZIP: 90077 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State California [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other Effective Execution Date: filed 3/4/98

4. Application number(s) or patent number(s): A. Trademark Application No.(s) 74/636156 B. Trademark Registration No.(s) 2,159,808 U.S. Patent & TMO/ TM Mail Rcpt Dt. #39 Additional numbers attached? [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Shari Pond, Legal Assistant Internal Address: Room 1014 Mitchell, Silberberg & Knupp Street Address: 11377 W. Olympic Blvd City: Los Angeles, State: CA ZIP: 90064

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41).....\$65.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

10/02/1998 DNGUYEN 00000196 2159808 DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Shari Pond Name of Person Signing Signature Date 9/14/98 Total number of pages including cover sheet, attachments, and document: 5

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of page(s) was prepared by and in this office from the record on file, 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

2000



Bill Jones

Secretary of State

42,477-3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VAN BERNARD PRODUCTIONS, INC.,
a California Corporation**

FILED *56*
In the office of the Secretary of State
of the State of California

MAR - 4 1998

Bill Jones
BILL JONES, Secretary of State

Lothian T. Skelton and Leslie M. Bedrosian certify that:

1. They are, respectively, the **President and Secretary of Van Bernard Productions, Inc.**, a California corporation.
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

ARTICLE ONE

The **name** of this corporation is **RED SKELTON PRODUCTIONS, INC.**

ARTICLE TWO

The **purpose** of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation law of California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

The **specific purpose** of this Corporation is: The development, licensing, rental, lease, sale and other remunerative management of the persona of Richard Red Skelton, the characterizations created and portrayed by him on stage, on radio, in films, on television, in his writings and in his artistic efforts, and all other results of his comedic, musical, dramatic, literary, artistic, creative and financial endeavors.

ARTICLE THREE

The total number of **shares** which the Corporation is authorized to issue is one thousand (1000); the **par value** of each of said shares is one hundred dollars (\$100); and the aggregate par value of all of said shares is one hundred thousand dollars (\$100,000). Said shares shall constitute *only* the following:

Class A Common: Totaling one hundred (100) shares, each with a par value of one hundred dollars (\$100) per share, amounting, in the aggregate par value, to ten thousand dollars (\$10,000); and

Class B Common: Totaling nine hundred (900) shares, each with a par value of one hundred dollars (\$100) per share, amounting, in the aggregate par value, to ninety thousand dollars (\$90,000).

The distinguishing preferences, privileges and restrictions granted to or imposed upon the respective classes or series of shares or the holders thereof are *only* as follows:

Except as otherwise provided by law or by these Articles of Incorporation, the holders of **Class A Common** shares, whenever issued and outstanding, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers over the Corporation; and the holders of **Class B Common** shares shall *not* be entitled to notice of any shareholders' meetings, or to vote on the election of directors or on any question affecting the management or affairs of this corporation, except where such notice or vote may be required by law or by these Articles of Incorporation.

ARTICLE FOUR

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

ARTICLE FIVE


The Corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under Chapter 23 of the California Corporations Code.

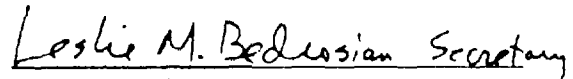
3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 903 of the Corporations Code. The total number of outstanding shares of the Corporation is two hundred fifty (250). The number of shares voting in favor of the Amendment and

Restatement of Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We each 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.

Dated: February 20, 1998


Lothian T. Skelton, President


Leslie M. Bedrosian, Secretary

