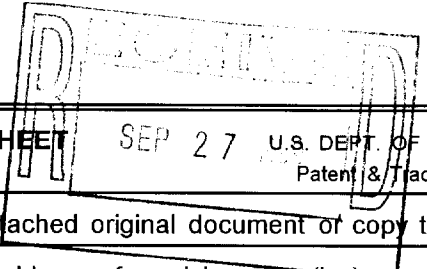


9-27-99



Based on FORM PT (Rev.6-93) FORM-1

09-29-1999

FORM COVER SHEET MARKS ONLY

SEP 27 U.S. DEPT. OF COMMERCE Patent & Trademark Office

To: Hon. Comm



Please record the attached original document or copy thereof.

1. Name of con 101157621
 JEKYLL AND HYDE ENTERTAINMENT L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Corp.

Additional names of conveying parties? Yes No

2. Name and address of receiving party(ies):

Name: EERIE WORLD ENTERTAINMENT, L.L.C.
 Internal Address: _____
 Street Address: 1212 Avenue of the Americas, 14th Floor
 City: New York State: NY ZIP: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Corp.

If assignee not domiciled in the United States, domestic representative designation is attached Yes No
 (Designation must be separate document from Assignment)

Additional names & addresses attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: December 7, 1998

4. Application number(s) or registration number(s): Attorney Docket: T1680-4, -5, -9, -10, -21

A. Trademark Serial No.(s): _____ Filing Date: _____
 B. Trademark Registration No.(s): _____ Registration Date: _____

Additional numbers attached? Yes No (SCHEDULE X attached)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas R. Morrison, Esq.
 Internal Address: Morrison Law Firm
 Street Address: 145 North Fifth Avenue
 City: Mount Vernon State: N.Y. ZIP: 10550

6. Total number of applications/registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed
 Authorized to be charged to Deposit Account
 (Attach duplicate copy of page if paying by deposit account)

8. Charge any additional fees in connection with this submission to our Deposit Account No. 13-4550.

DO NOT USE THIS SPACE

09/29/1999 MTHA11 00000036 1790797
 1 FC:481 40.00 OP
 2 FC:482 100.00 OP

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.

Roger S. Thompson [Signature] 9/24/99
 Name of Person Signing Signature Date
 Reg. No. 29,594

Total number of pages including cover sheet, attachments, and document: 6

SCHEDULE X

<u>Registration No.</u>	<u>Registration Date</u>
1,790,797	August 31, 1993
1,792,004	September 7, 1993
1,931,811	October 31, 1995
1,937,372	November 21, 1995
2,245,459	May 18, 1999

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JEKYLL AND HYDE ENTERTAINMENT L.L.C.", CHANGING ITS NAME FROM "JEKYLL AND HYDE ENTERTAINMENT L.L.C." TO "EERIE WORLD ENTERTAINMENT, L.L.C.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2771598 8100
981467488

AUTHENTICATION: 9443059
DATE: 12-07-98

TRADEMARK
REEL: 001967 FRAME: 0118

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/07/1998
981467488 - 2771598

**Certificate of Amendment
to the
Certificate of Formation
of
Jekyll and Hyde Entertainment L.L.C.**

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is Jekyll and Hyde Entertainment L.L.C.

2. The certificate of formation of the limited liability company is hereby amended by striking out Article First thereof and by substituting in lieu of said Article First the following:

~~" First~~ The name of the limited liability company is Earle World Entertainment, L.L.C."

IN WITNESS WHEREOF, the undersigned has duly executed this Amendment to the Certificate of Formation as of this 7th day of December, 1998.

JEKYLL AND HYDE ENTERTAINMENT, L.L.C.

By: /s/ Warner A. Fite
Name: Warner A. Fite
Title: Authorized Person

INERINCARRIGCERTSLLCAMENDJHE

**CERTIFICATE OF AMENDMENT
OF
JEKYLL AND HYDE ENTERTAINMENT L.L.C.**

Under Section 804 of the Limited Liability Company Law

FIRST: The name of the limited liability company as it appears on the index of names in the Department of State is: Jekyll and Hyde Entertainment L.L.C.

SECOND: The jurisdiction of organization of the limited liability company is Delaware.

THIRD: The date on which its application for authority to do business in this state was filed with the Department of State is November 4, 1997.

FOURTH: The application for authority is amended as follows:

Paragraph First of the Application for Authority is amended to read as follows:

The name of the foreign limited liability company (the "Company") is Eerie World Entertainment, L.L.C.

FOURTH: The limited liability company effected a change of name from Jekyll and Hyde Entertainment L.L.C. to Eerie World Entertainment, L.L.C. under the laws of the state of Delaware, its jurisdiction of incorporation, on December 7, 1998.

By: Warner A. Fite

Name: WARNER A. FITE

Title: C.E.O.

**CERTIFICATE OF AMENDMENT
OF
JEKYLL AND HYDE ENTERTAINMENT L.L.C**

Under Section 804 of the Limited Liability Company Law

Filed by: Corporation Service Company
80 State Street
Albany, NY 12207

\\EERIE\CARRIG\CERTS\NYAMEND.JHE

RECORDED: 09/27/1999

**TRADEMARK
REEL: 001967 FRAME: 0121**