

FORM PTO-1086 (11-92)

10901

01-07-2002

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

LY RE

attached original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
NBA ENTERTAINMENT, INC.
001 9 811

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other NEW YORK

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: DECEMBER 2, 1998

2. Name and address of receiving party(ies):
Name: NBA PROPERTIES, INC.
Internal Address:
Street Address: 645 5TH AVE.
City: NY State: NY ZIP: 10022

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State NEW YORK
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/624518
75/624520

Additional numbers attached? Yes No

B. Trademark registration No.(s) 400

1430033 1732191
1683485 2453740

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: ANIL V. GEORGE, ESQ.
Internal Address: Legal Department
NBA Properties, Inc.
645 Fifth Avenue
Street Address: NY, NY 10022
City: State: ZIP:

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00
 Encloses
 Authorized to be charged to deposit account

8. Deposit account number:
14-0623
(Attach duplicate copy of this page if paying by deposit account)

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.

ANIL V. GEORGE *Anil V. George* 10/4/01
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

10/23/2001 DIRAZI 00000004 140623 75624518
40.00 CH
125.00 CH

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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CERTIFICATE OF MERGER

OF

NBA ENTERTAINMENT, INC.

INTO

NBA PROPERTIES, INC.

(Under Section 905 of the Business Corporation Law)

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation which was filed by the Department of State on August 25, 1981, is NBA Entertainment, Inc.

THIRD: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 1, 1967, is NBA Properties, Inc.

FOURTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

<u>Designation</u>	<u>Number</u>
Common Stock, no par value	10

FIFTH: The designation and number of outstanding shares of each class of the surviving corporation are as follows:

<u>Designation</u>	<u>Number</u>
Common Stock, no par value	290

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State of New York }
Department of State } ss.

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 02 1998



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

XCS-1266 (5/96)

Client: NBA ENTERTAINMENT, INC.

450 Harmon Meadow Blvd.
Secaucus, NJ 07094

ID	Country	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Allow. Dt	ITU
5155	United States	NBA Logo & ENTERTAINMENT, INC	9	607571	7/2/86	1430033	2/24/87		No
1618	United States	INSIDE STUFF	41	74/070114	6/18/90	1683485	4/14/92		No
212	United States	NBA INSIDE STUFF	41	74/070115	6/18/90	1732191	11/10/92		Yes
223	United States	NBA ENTERTAINMENT AND DESIGN (NEW LOGO)	41	75/624518	1/21/99			4/4/00	Yes
25888	United States	NBA ENTERTAINMENT AND DESIGN (NEW LOGO)	16	75/624520	1/21/99			4/18/00	Yes
25890	United States	NBA ENTERTAINMENT AND DESIGN (NEW LOGO)	9	75/624834	1/21/99	2,453,740	5/22/01	6/27/00	Yes
25891	United States	NBA ENTERTAINMENT AND DESIGN (NEW LOGO)							