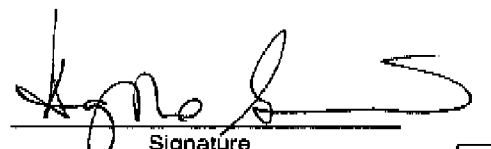


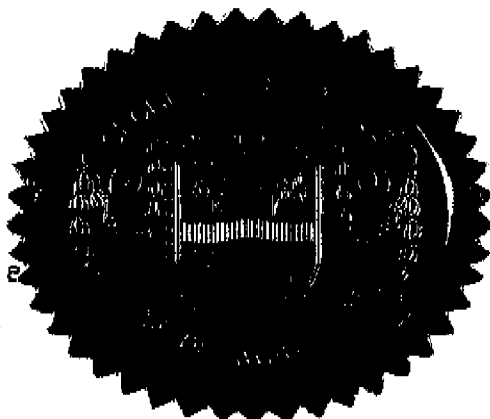
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): Twentieth Century-Fox Film Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Twentieth Century Fox Film Corporation</u> Internal Address: _____ Street Address: <u>10201 West Pico Boulevard</u> City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90035</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>April 22, 1986</u>	4. Application number(s) or registration number(s): A. Trademark Application No. (s) _____ B. Trademark Registration No. (s) <u>1209152</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Daphne Gronich, Esq.</u> Internal Address: <u>Fox Group Legal</u> <u>Intellectual Property Department</u> <u>P.O. Box 900</u> Street Address: _____ City: <u>Beverly Hills</u> State: <u>CA</u> Zip: <u>90213</u>	6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>06-1823</u>	
DO NOT USE THIS SPACE		
9. Signatures. <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Daphne Gronich</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>April 16, 2002</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and document: 17 </div>		

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

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 RESTATED CERTIFICATE OF "TWENTIETH CENTURY-FOX FILM CORPORATION", CHANGING ITS NAME FROM "TWENTIETH CENTURY-FOX FILM CORPORATION" TO "TWENTIETH CENTURY FOX FILM CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 1986, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0276686

DATE: 02-24-00

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RESTATED

APR 22 1988

CERTIFICATE OF INCORPORATION

OF

John P. ...
SECRETARY OF STATE

Twentieth Century-Fox Film Corporation

This Certificate constitutes the Restated Certificate of Incorporation of Twentieth Century-Fox Film Corporation, a corporation incorporated under the Delaware General Corporation Law as TCF Intermediate Company Inc. on April 29, 1981. This Certificate has been duly adopted by the directors and stockholders in accordance with the provisions of Sections 242 & 245 of the Delaware General Corporation Law.

1. The name of the corporation is

Twentieth Century Fox Film Corporation

2. The address of its registered office in the State of Delaware is

229 South State Street, in the City of Dover, County of Kent. The name of its registered agent at such address is the United States Corporation Company.

3. The nature of the business or purposes to be conducted or promoted is:

(a) To engage in and carry on the business of planning, financing, making, producing, developing, recording, printing, releasing, distributing, supplying, renting, leasing, licensing the use of, repairing, and exhibiting still and motion pictures of all kinds in all parts of the world, including feature, speciality, novelty and educational pictures and newsreels; and/or planning, financing, making, producing, arranging for the presentation of, conducting, exhibiting and broadcasting plays, dramas, operas, musical

shows of all kinds, radio and television productions, concerts, revues, vaudeville acts and public exhibitions and entertainments of all kinds.

(b) To purchase or in any way acquire, hold, own, use, exploit, sell, license or in any manner dispose of scenarios, stories, plays, dramas, songs, operas, operettas, musical scores and compositions, and other literary or dramatic or musical productions, and rights of every kind therein; to purchase or in any way acquire, hold, own, use, arrange, exploit, sell or in any manner dispose of scenery and settings of all kinds, and all mechanical and other devices and all other equipment and paraphernalia useful in connection therewith, and to provide, engage, employ or contract with writers, authors, producers, actors, dancers, singers, variety performers, athletes, directors, artists, performers, entertainers, camera men, electricians, stage and wardrobe staffs and any one connected with or of use in the production of motion pictures or television productions or in the entertainment, amusement and refreshment business.

(c) To manufacture, produce, buy, hire or otherwise acquire, alone or in conjunction with others, and to use, distribute, exchange, sell, lease, license others to use, or otherwise turn to account or dispose of, all kinds of still and motion pictures, picture records, films and television productions, and all kinds of records or films upon which voices, music or other sounds of any kind are recorded, and all kinds of coordinated sound and picture records, films or television productions, from which the recorded sound and pictures can be reproduced or transmitted in coordination, synchronization or time relation with each other.

(d) To broadcast, televise, disseminate, distribute, transmit, retransmit, receive, or collect, by means of electricity, magnetism,

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electro-static or electro-magnetic waves, variations or impulses, whether conveyed by wires or radiated through space, or otherwise, news, music, instruction, entertainment, speeches, sermons, photographs, pictures, scenes, plays and advertising, educational and informative matter, or any of them, or any combination of any of them; and to provide and furnish for the use of others, facilities for any of said purposes.

(e) To generate, produce, control, transmit, furnish sell or otherwise utilize in any manner whatsoever, and for any and every purpose, electricity, magnetism, electro-static, electro-magnetic, electronic, radio, television and every other kind of waves, power, energy or force, variations and impulses, to create, install and operate systems or circuits of communication which may be intrastate, interstate or international; to engage in research and experimental work in and to improve, develop, prosecute and perfect the art and business of electric, electronic, radio or television communication by any means whatsoever, including wire or wireless or telephone or any combination thereof and the art and business of recording, projecting and reproducing, independently and in coordination, sound and pictures, whether still or moving.

(f) To invest in, loan money to, or aid in any other manner, any corporation, association or trust estate, domestic or foreign, or any firm or other entity or individual engaged in the production of legitimate plays, motion pictures, radio or television productions or any other form of amusement or entertainment, as well as any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this Corporation, directly or

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indirectly, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this Corporation or in which it may be at any time interested, directly or indirectly or through other corporations or otherwise; and to organize or promote or facilitate the organization of subsidiary companies.

(g) To carry on the business of mining, drilling, exploring for, milling, concentrating, converting, smelting, treating, handling, preparing for market, transporting, manufacturing or otherwise producing and dealing in ores, coal, iron, metals, minerals of every kind, stone, oil, gas and hydrocarbons and associated substances.

(h) To acquire, hold, own, occupy, use, develop, operate, lease, sell, mortgage and encumber any lands owned, leased or occupied by the Corporation, including, without limiting the generality thereof, any lands containing ores, coal, iron, metals, minerals of every kind, stone, oil, gas and hydro-carbons and associated substances.

(i) To explore for, mine, drill or otherwise extract or remove ores, coal, iron, metals, minerals of every kind, stone, oil, gas and hydrocarbons and associated substances from any lands owned, leased or occupied by the Corporation.

(j) In general and in so far as permitted by law, to engage in any kind of mercantile, manufacturing, mining, exploration or development business as fully and to the same extent as a natural person might or could do.

(k) To own, conduct, operate, maintain and carry on a general restaurant and cafeteria business; to engage in the business of dispensing candy, food and refreshments of all kinds, and to manufacture, purchase,

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acquire, market or prepare for market, sell and otherwise dispose of food, foodstuffs, nonalcoholic beverages, candy, popcorn, refreshments and confections of all kinds.

(l) To engage in and carry on the business of preparing and furnishing to private or public audiences entertainment and amusement of all kinds, sorts and description, including, but not limited to, the types based upon or derived from still and motion pictures, radio and television, sound device, records and transcriptions, vaudeville, variety, drama and dramatizations, operas and music and concerts, ballets, pageants, and the presentation of any entertainment device, idea or feature and the business of vending refreshments, food and drink, and acting as caterer to or for the public.

(m) To purchase, erect, lease, hire or in any way acquire, own, use, manage, equip, maintain and operate and to sell, rent, trade, exchange, mortgage, hypothecate, transfer and convey or otherwise dispose of theatres, amusement parks, dance or music halls, studios, playhouses, stadia, arenas, radio and television stations and studios and all other places of entertainment and amusement and also all other kinds of and character of buildings, warehouses, stores, laboratories, film developing or storage facilities, offices, factories, dwellings and structures with their appurtenances.

(n) To engage in and carry on the business of manufacturing, producing, processing, buying, selling, importing, exporting, hiring, leasing, sub-leasing, using, supplying, or otherwise acquiring, trading or dealing in and with any goods, wares or merchandise of whatsoever materials or substances the same may consist or be made, including, without limitation of the generality of the foregoing, cameras, projectors, transmitters, broadcasters,

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recorders, and all machinery, apparatus, devices, equipment, paraphernalia, appliances, articles, products, parts and accessories which are or may be useful to or in or related to all phases of the motion picture, theatrical, stage, television, radio business or in and to the entertainment and amusement business generally, or to or in any similar or related service or any other business whether of a similar or different character.

(o) To acquire by purchase, exchange, lease, or otherwise and to own, hold, use, develop, improve, maintain, operate, manage, enjoy, sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein and wheresoever situate.

(p) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to create, devise, originate, hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(i) inventions, devices, formulae, processes and any improvements and modifications thereof;

(ii) letters patent, patent rights, patented processes, trade secrets, copyrights, designs, and similar rights, trademarks, trade symbols, names and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of

any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(fii) franchises, licenses, grants, contracts and concessions.

(q) To act as financial or business agents for domestic or foreign corporations, individuals, partnerships, associations, states, governments or other bodies.

(r) To make, enter into, perform and carry out contracts of every kind and description with any person, firm, association, corporation or government or subdivision thereof.

(s) To acquire by purchase, exchange or otherwise, all, or any part of, of any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, corporations, syndicates or other entities; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations, corporations, syndicates or other entities and to conduct in any lawful manner the whole or any part of any business thus acquired.

(t) To cause to be formed, merged, consolidated, reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, consolidation, liquidation or reorganization of any corporation, association, syndicate or organization of any kind, domestic or foreign, and to form, organize, promote, manage, control and maintain and

dissolve, merge or consolidate one or more corporations in any of the securities of which this Corporation may be or become interested.

(u) To organize or cause to be organized under the laws of the State of Delaware, or of any other state, district, territory, nation, colony, province or government, corporations, firms, associations or other organizations for the purpose of accomplishing any or all of the objects for which this Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(v) To acquire by purchase, subscription, contract or otherwise, to own, hold for investment or otherwise, to sell, exchange, mortgage, pledge or otherwise dispose of or turn to account, and generally to deal in and with any and all kinds of securities issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions or by any combinations, organizations or entities whatsoever, irrespective of their form or the name by which they may be described, and to issue in exchange therefor or in payment thereof, in any manner permitted by law and by this Certificate of Incorporation, its own securities of any kind, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all right to receive, collect and dispose of the interest, dividends and income on or from such securities and the principal thereof and to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities, to bid upon and purchase at foreclosure or at other sales,

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whether public or private, real or personal property and rights or interests therein of all kinds, and to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securities, as aforesaid, by original subscription, underwriting, loan, participation in syndicates or by any other manner, irrespective of whether or not they be fully paid or subject to further payments; and to make payments thereon as called for or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise and either with a view to investment or for re-sale or for any the lawful purpose. The term "securities" shall for the purpose of this Certificate of Incorporation, without limitation of the generality thereof, be deemed to include any stocks, shares, warrants, options, bonds, debentures, notes, trust receipts, certificates or other evidences of indebtedness, mortgages or other obligations, and any certificates, receipts of other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets.

(w) To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities, including shares of its capital stock of any class, from time to time to such an extent and in such manner and upon such terms as the Board of Directors shall determine, provided that this Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to this Corporation shall not be voted upon directly or indirectly.

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(x) To borrow money, to issue bonds, debentures notes and other securities and obligations, secured or unsecured, of the Corporation, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation, or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon or assignment of, or agreement in respect of any or all of the property, rights, privileges, assets, business or franchises of the Corporation, wheresoever situated, acquired or to be acquired; to confer upon the holders of any debenture or other securities of the Corporation; secured or unsecured, the right to convert the principal thereof into stock of the Corporation; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations and securities; and to guarantee the payment of any dividends upon stocks, or the principal or interest upon bonds, or the contracts or other obligations or securities of any corporation, individual, firm, association, government or subdivision thereof or any other combination, organization or entity whatsoever, so far as the same may be permitted in the case of the corporations organized under the General Corporation Law of the State of Delaware.

(y) To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, securities and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

(z) To lend its uninvested funds from time to time

to such extent and to such persons, firms, associations, corporations, syndicates, governments or subdivisions thereof or other entities, and on such terms and with or without security, as the Board of Directors may determine.

(aa) To conduct its business in any and all of its branches and maintain offices both within and without the State of Delaware, in any and all States of the United States of America, in the District of Columbia, in any or all territories, dependencies, colonies or possessions of the United States of America, and in foreign countries.

(bb) To such extent as a corporation organized under the General Corporation Law of the State of Delaware may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation and to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Law of the State of Delaware or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article 3 shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article 3, be in no wise limited or restricted by reference to, or

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inference from the terms of any provision of this or any other Article of this Certificate of Incorporation; provided that the Corporation shall not carry on any business or exercise any power in any state, territory, or country which under the laws thereof the Corporation may not lawfully carry on or exercise.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares shall be without par value. The stockholders shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe; to subscribe to and purchase such shares, or securities in proportion to their respective holdings of stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5. The corporation is to have perpetual existence.

6. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at

any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have any may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate or incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's ration's property and assets, recommending to the stockholders a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation. To such extent as may be lawful under the General Corporation Law

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of the State of Delaware and not in conflict with this Certificate of Incorporation, to carry out all purposes and to exercise all powers, and each of them independently, set forth in Article 3 hereto.

7. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

8. 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.

9. Any resolution or other action to be taken by the stockholders shall require the affirmative vote of the holders of a majority of the outstanding shares of stock of the corporation, unless the General Corporation Law of the State of Delaware requires the affirmative vote of the holders of a greater percentage of such shares, in which case the provisions of such Law shall control.

10. Any vacancy occurring on the board of directors for any reason whatsoever may be filled only by a vote of the stockholders.

[Corporate Seal]

Dewitt Hank

Senior Vice President
and General Counsel
April 21, 1986

Attest:

By *Michael M. Roordan*
Assistant Secretary

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