

12-12-2002



Recordation Form

Department of Commerce
Patent and Trademark Office

12/5/02

TRADEMARK

102308878

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

1. Name of conveying party(ies)
Shangri-La Entertainment, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State
 Other **a California limited liability company**

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **Conversion from California LLC to Delaware LLC**

Execution Date: **October 15, 2002**

2. Name and address of receiving party(ies):
 Name: **Shangri-La Entertainment, LLC**
 Internal Address: _____
 Street Address: **1801 Avenue of the Stars, Suite 150**
 City: **Los Angeles** State: **CA** Zip: **90067**

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: _____
 Other **a Delaware limited liability company**

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): **76/402256**
 Additional numbers attached? Yes No

B. Trademark Registration No.(s): _____
 Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: **Mandy Robertson-Bora**
 Internal Address: **Gibson, Dunn & Crutcher LLP**
Suite 4000
 Street Address: **2029 Century Park East**
 City **Los Angeles** State **CA** Zip **90067**

6. Total number of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41): \$ **215.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

Mandy Robertson-Bora *Mandy Robertson-Bora* **December 5, 2002**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **7**

OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
12/11/2002 TBIAZ1 00000143 76402256 U.S. Patent and Trademark Office, Assignment Division
Box Assignments
Washington, D.C. 20231

01 FC:8521 40.00
 02 FC:8522 175.00

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this 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.

RECEIVED
 FINANCE SECTION
 12/05/02 5 AM 7:18

4A. Additional Trademark Application Serial Numbers

Serial No.	Mark
75/981,642	SHANGRI-LA ENTERTAINMENT
75/981,643	SHANGRI-LA ENTERTAINMENT
75/981,661	SHANGRI-LA
75/981,662	SHANGRI-LA
76/119,659	SHANGRI-LA ENTERTAINMENT
76/119,660	SHANGRI-LA
76/402,257	SHANGRI-LA ENTERTAINMENT and Design

20149401_1.DOC

State of California



SECRETARY OF STATE

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

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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 day of

OCT 15 2002



Bill Jones

Secretary of State



State of California

Bill Jones

Secretary of State

CERTIFICATE OF CONVERSION FOR ALL ENTITY TYPES

IMPORTANT - Read all instructions before completing this form.

File# 200023610024

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 15 2002

BILL JONES, Secretary of State

This Space For Filing Use Only

1. Name of the converting entity/partnership:
Shangri-La Entertainment, LLC

2. Structure of the converting entity/partnership:
Limited Liability Company

3. California Secretary of State file number of the converting entity/partnership, if any:
200023610024

4. Jurisdiction of formation of the converting entity/partnership:
California

5. Name of converted entity/partnership:
Shangri-La Entertainment, LLC

6. Structure of converted entity/partnership:
Limited Liability Company

7. Jurisdiction of formation of the converted entity/partnership:
Delaware

8. Mailing address of chief executive office of converted entity/partnership:
1801 Avenue of the Stars, #150 City Los Angeles State CA Zip 90067

9. Street address of chief executive office of converted entity/partnership:
1801 Avenue of the Stars, #150 City Los Angeles State CA Zip 90067

10. Street address of the California office of converted entity/partnership, if any:
1801 Avenue of the Stars, #150 City Los Angeles State CA Zip 90067

11. Mailing address of the agent for service of process:
9 East Lockerman Street City Dover State DE Zip 19901

12. The principal terms of the plan of conversion were approved by a vote of the partners/members, which equaled or exceeded the vote required.

13. If a vote was required pursuant to section 15677.3 or 17540.3, enter the outstanding interest of each class entitled to vote on the conversion and the percentage of vote required:

Name of entity/partnership	Each class entitled to vote	Percentage of vote required
<u>Shangri-La Entertainment, LLC</u>	<u>sole member</u>	<u>100%</u>

14. I certify that the statements contained in this document are true and correct to my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Signature of Authorized Person of Converting Entity

Date Executed

Stephen King, Sole Manager
Type or Print Name and Title of Authorized Person

10/07/02
Los Angeles, CA
County and State Executed

Signature of Authorized Person of Converting Entity

Date Executed

Type or Print Name and Title of Authorized Person

County and State Executed

State of California



SECRETARY OF STATE

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

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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 day of

OCT 16 2002



Bill Jones

Secretary of State

State of California

Bill Jones

Secretary of State

200229410020

File#

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 15 2002

BILL JONES, Secretary of State

LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION

A \$70.00 filing fee must accompany this form.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name under which the foreign limited liability company proposes to register and transact business in California:
(End the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")

Shangri-La Entertainment, LLC

2. Name of the foreign limited liability company, if different from that entered above:

3. This foreign limited liability company was formed on September 25, 2002 in Delaware
(month) (day) (year) (state or country)
and is authorized to exercise its powers and privileges in that state.

4. Name of the agent for service of process in this state, and check the appropriate provision below:

Andrew Meyers Abdul-Wahab, which is

- [X] an individual residing in California. Proceed to item 5.
[] a corporation which has filed a certificate pursuant to Section 1505 of the California Corporations Code. Proceed to item 6.

5. If an individual, California address of the agent for service of process:

Address: 1801 Avenue of the Stars, #150
City: Los Angeles State: CA Zip Code: 90067

6. In the event the above agent for service of process resigns and is not replaced, or if the agent cannot be found or served with the exercise of reasonable diligence, the Secretary of State of the State of California is hereby appointed as the agent for service of process of this foreign limited liability company.

7. Address of the principal executive office: City State Zip Code
1801 Avenue of the Stars, #150, Los Angeles, CA 90067

8. Address of the principal office in California, if any: City State Zip code
1801 Avenue of the Stars, #150, Los Angeles CA 90067

9. Type of business of the limited liability company: (For information purposes only.)

Motion Picture Production

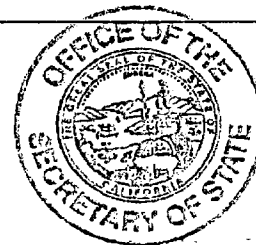
10. DECLARATION: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person
September 23, 2002
Date

Andrew Meyers, Vice President, CFO &
Type or Print Name and Title of Authorized Person Secretary

11. RETURN TO:

NAME: Laura B. Davidov, Esq.
FIRM: Gibson, Dunn & Crutcher LLP
ADDRESS: 2029 Century Park East, Suite 4000
CITY/STATE: Los Angeles, California 90076
ZIP CODE:



SEC/STATE (REV. 12/99)

FORM LLC-5 - FILING FEE \$70.00
STF Form - Approved by Secretary of State

Delaware

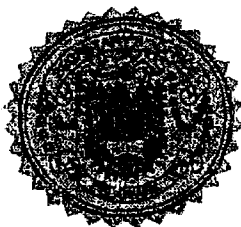
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHANGRI-LA ENTERTAINMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHANGRI-LA ENTERTAINMENT, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3572959 8300

AUTHENTICATION: 2002767

020597514200229410020

DATE: 09-25-02

RECORDED: 12/05/2002

TRADEMARK
REEL: 002631 FRAME: 0834