

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMD No. 0651-0027 (exp. 6/30/2005)
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TM05/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:
0655-001TA/MAG

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Hit Factory, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **New York**
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: **Hit Factory Entertainment Inc.**
Internal Address: _____
Street Address: **421 West 54th Street**
City: **New York** State: **NY** ZIP: **10019**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **New York**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **April 2, 2003**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,428,785

Additional numbers Yes No

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

Name: **Meyer A. Gross, Esq.**
Internal Address: _____
Schweitzer Cornman Gross & Bondell LLP

Street Address: **292 Madison Avenue**
19th Floor
City: **New York** State: **NY** ZIP: **10017**

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-0748

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.

Meyer A. Gross *Meyer A. Gross* **March 22, 2004**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

11

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 002817 FRAME: 0291

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CH \$40.00 190748 1428785

MAR-22-2004(MON) 15:36 Schweitzer Cornman Gross Bondell (FAX)646 424 0880
Rx Date/Time JAN-08-2004(THU) 16:09 516 742 4946
01/08/2004 15:14 FAX 516 742 4946 RP&R
N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

P.003/012
P.021
021

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: HIT FACTORY ENTERTAINMENT INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: GERALD WEINBERG, P.C.

SERVICE CODE: 13

CONSTITUENT NAME: THE HIT FACTORY, INC. (ET AL)

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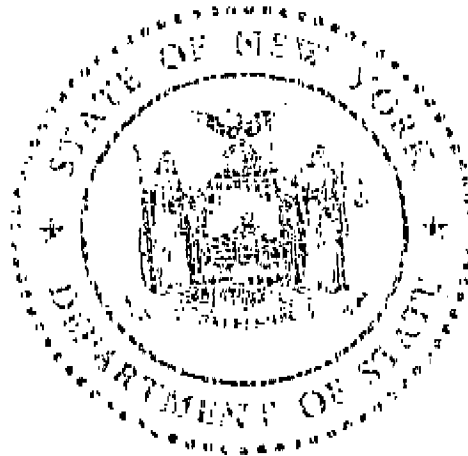
FILED:04/04/2003 DURATION:***** CASH#:030404000574 FILM #:030404000546

ADDRESS FOR PROCESS

EFFECT DATE

04/04/2003

REGISTERED AGENT



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FILER	FEES	85.00	PAYMENTS	85.00
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REISMAN PEIREZ & REISMAN L.L.P.	FILING	60.00	CASH	0.00
1305 FRANKLIN AVENUE	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
GARDEN CITY, NY 11530	COPIES	0.00	DRAWDOWN	85.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00
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TRADEMARK (11/89)

REEL: 002817 FRAME: 0292

117316v2

CERTIFICATE OF MERGER
THE HIT FACTORY, INC.
AND
THE HIT FACTORY BROADWAY, INC.
AND
THE HIT FACTORY MASTERING, INC.
AND
ASTORIA ENTERTAINMENT CORP.
AND
THE RENTAL COMPANY, INC.
AND
AUDIO RENTAL, INC.
AND
THE HIT FACTORY CRITERIA, INC.
AND
MIAMI STUDIO RENTALS, INC.
INTO
HIT FACTORY ENTERTAINMENT INC.

Filed by:

Reisman, Peirez & Reisman L.L.P.
1305 Franklin Avenue
Garden City, New York 11530

TRADEMARK
REEL: 002817 FRAME: 0293

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CERTIFICATE OF MERGER

THE HIT FACTORY, INC.
(A New York Corporation)

AND

THE HIT FACTORY BROADWAY, INC.
(A New York Corporation)

AND

THE HIT FACTORY MASTERING, INC.
(A New York Corporation)

AND

ASTORIA ENTERTAINMENT CORP.
(A New York Corporation)

AND

THE RENTAL COMPANY, INC.
(A New York Corporation)

AND

AUDIO RENTAL, INC.
(A New York Corporation)

AND

HIT FACTORY CRITERIA, INC.
(A Florida Corporation)

AND

MIAMI STUDIO RENTALS, INC.
(A Florida Corporation)

INTO

HIT FACTORY ENTERTAINMENT INC.
(A New York Corporation)

Under Section 904 of the Business Corporation Law:

The undersigned hereby certify:

FIRST: The name of each constituent corporation is as follows:

HIT FACTORY ENTERTAINMENT INC.

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THE HIT FACTORY, INC.
THE HIT FACTORY BROADWAY, INC.
THE HIT FACTORY MASTERING, INC.
ASTORIA ENTERTAINMENT CORP.
THE RENTAL COMPANY, INC.
AUDIO RENTAL, INC.
THE HIT FACTORY, CRITERIA INC.
MIAMI STUDIO RENTALS INC.

SECOND: The name of the surviving corporation is

HIT FACTORY ENTERTAINMENT INC.

THIRD: (a) The designation, number, and voting rights of the
outstanding shares of each class and series of THE HIT FACTORY, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	10	Yes

(b) The designation, number, and voting rights of the
outstanding shares of each class and series of THE HIT FACTORY
BROADWAY, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	20	Yes

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(c) The designation, number, and voting rights of the
outstanding shares of each class and series of THE HIT FACTORY
MASTERING, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	100	Yes

(d) The designation, number, and voting rights of the
outstanding shares of each class and series of ASTORIA
ENTERTAINMENT CORP.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	200	Yes

(e) The designation, number, and voting rights of the
outstanding shares of each class and series of THE RENTAL
COMPANY, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	20	Yes

(f) The designation, number, and voting rights of the
outstanding shares of each class and series of AUDIO RENTALS, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	20	Yes

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(g) The designation, number, and voting rights of the
outstanding shares of each class and series of HIT FACTORY
ENTERTAINMENT INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	20	Yes

(h) The designation, number, and voting rights of the
outstanding shares of each class and series of THE HIT FACTORY
CRITERIA, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	20	Yes

(i) The designation, number, and voting rights of the
outstanding shares of each class and series of MIAMI STUDIO
RENTALS, INC.

<u>DESIGNATION</u>	<u>SHARES</u>	<u>VOTING RIGHTS</u>
Common	100	Yes

FOURTH: There are no amendments or changes to be made to the
certificate of incorporation of HIT FACTORY ENTERTAINMENT INC.

FIFTH: There are no provisions for abandonment of the merger.

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SIXTH: The certificate of incorporation of THE HIT FACTORY, INC. was filed by the Department of State on February 27, 1975, under the name EDWARD GERMANO PRODUCTIONS, INC.

SEVENTH: The certificate of incorporation of THE HIT FACTORY BROADWAY, INC. was filed on March 19, 1991.

EIGHTH: The certificate of incorporation of THE HIT FACTORY MASTERING, INC. was filed on January 14, 1992, under the name THE HIT FACTORY MASTERING STUDIOS, INC.

NINTH: The certificate of incorporation of ASTORIA ENTERTAINMENT CORP. was filed on April 7, 1994.

TENTH: The certificate of incorporation of THE RENTAL COMPANY, INC. was filed on October 23, 1995, under the name EASTPORT YACHT CLUB, INC.

ELEVENTH: The certificate of incorporation of AUDIO RENTAL, INC. was filed on September 11, 1987, under the name THE RENTAL COMPANY, INC.

TWELFTH: The certificate of incorporation of THE HIT FACTORY, CRITERIA INC. was filed by the Florida Department of State on June 22, 1994. The laws of the state of Florida permit the merger herein effected, and this merger is in compliance therewith. The corporation has not filed an application for authority to do business in New York.

THIRTEENTH: The certificate of incorporation of MJAMI STUDIO RENTALS, INC. was filed by the Florida Department State on June 28, 1999.

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The laws of the state of Florida permit the merger herein effected, and this merger is in compliance therewith. The corporation has not filed an application for authority to do business in New York.

FOURTEENTH: The certificate of incorporation of HIT FACTORY ENTERTAINMENT INC. was filed on August 14, 1997.


FIFTEENTH: All constituent corporations, authorized the merger by two-thirds of all issued and outstanding shares entitled to vote.

IN WITNESS WHEREOF, this certificate has been subscribed this 2nd day of April 2003 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

THE HIT FACTORY, INC.
(New York)

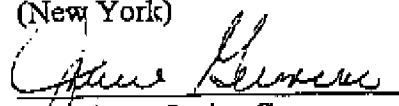


President - Janice Germano

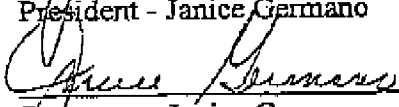


Secretary - Janice Germano

THE HIT FACTORY BROADWAY, INC.
(New York)



President - Janice Germano



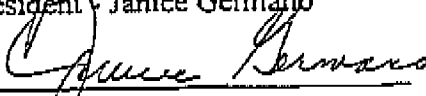
Secretary - Janice Germano

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THE HIT FACTORY MASTERING, INC.
(New York)



President - Janice Germano




Secretary - Janice Germano

ASTORIA ENTERTAINMENT CORP.
(New York)




President - Janice Germano

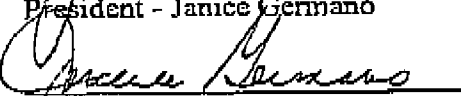


Secretary - Janice Germano

THE RENTAL COMPANY, INC.
(New York)




President - Janice Germano




Secretary - Janice Germano

AUDIO RENTAL, INC.
(New York)




President - Janice Germano




Secretary - Janice Germano

THE HIT FACTORY CRITERIA, INC.
(New York)




President - Janice Germano




Secretary - Janice Germano

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MIAMI STUDIO RENTALS, INC.
(New York)




President - Janice Germano

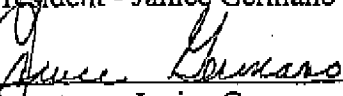


Secretary - Janice Germano

THE HIT FACTORY ENTERTAINMENT INC.
(New York)



President - Janice Germano



Secretary - Janice Germano