

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/11/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Majesco Sales, Inc.		04/04/2005	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Majesco Holdings Inc.
Street Address:	160 Raritan Center Parkway
City:	Edison
State/Country:	NEW JERSEY
Postal Code:	08837
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78534510	ADVENT SHADOW
Serial Number:	78437545	MAJESCO'S TV ARCADE
Serial Number:	78274948	ADVENT RISING
Registration Number:	3042471	IRIDION II
Registration Number:	2773195	IRIDION -3D-
Registration Number:	2981331	BLOODRAYNE

CORRESPONDENCE DATA

Fax Number: (614)464-1737
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 614-559-7233
 Email: nhudson@fbtlaw.com
 Correspondent Name: Nicolette R. Hudson
 Address Line 1: 201 E. Fifth Street

OP \$165.00 78534510

Address Line 2: 2200 PNC Center
Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	NRH
NAME OF SUBMITTER:	Nicolette R. Hudson
Signature:	/nicolette r hudson/
Date:	06/06/2006

Total Attachments: 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MAJESCO SALES INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "MAJESCO HOLDINGS INC." UNDER THE NAME OF
"MAJESCO ENTERTAINMENT COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 2005,
AT 1:26 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

2894506 8100M

050290191



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3802547

DATE: 04-11-05

TRADEMARK
REEL: 003322 FRAME: 0387

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:40 PM 04/11/2005
FILED 01:26 PM 04/11/2005
SRV 050290191 - 2894506 FILE

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

MERGING

MAJESCO SALES INC.
(a New Jersey corporation)

WITH AND INTO

MAJESCO HOLDINGS INC.

(Pursuant to Section 253 of the Delaware General Corporation Law)

MAJESCO HOLDINGS INC., a Delaware corporation (the "Corporation") incorporated on the 8th day of May 1998, under the name SMD Group, Inc. and pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY THAT the Corporation owns all of the capital stock of Majesco Sales Inc., a New Jersey corporation incorporated on the 16th day of June 1986, pursuant to the provisions of the Business Corporation Act of the State of New Jersey ("Majesco Sales Inc."), and that the Corporation, by a resolution of its Board of Directors duly adopted on March 31, 2005, by unanimous written consent in lieu of a meeting, determined to and did merge into itself said Majesco Sales Inc., which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns all of the outstanding stock of Majesco Sales Inc., a corporation organized and existing under the laws of the State of New Jersey; and

WHEREAS, the Corporation desires to merge into itself the said Majesco Sales Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said Majesco Sales Inc.; and it is hereby

RESOLVED, that the Corporation merge into itself said Majesco Sales Inc. and assumes all of the liabilities and obligations of Majesco Sales Inc.

RESOLVED, that the Corporation's name shall be changed to Majesco Entertainment Company upon the filing of this Certificate of Ownership.

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to make and execute a Certificate of Ownership setting forth a copy of the resolution to merge said Majesco Sales Inc. and assume the liabilities and obligations of Majesco Sales Inc., and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership as of the 4th day of April 2005.

MAJESCO HOLDINGS INC.

By: Lester Greenman

Name: Lester Greenman

Title: Secretary

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