

MRD S-14-99

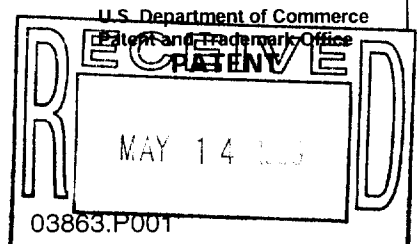
FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027

05-19-1999



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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other _____

U.S. Government
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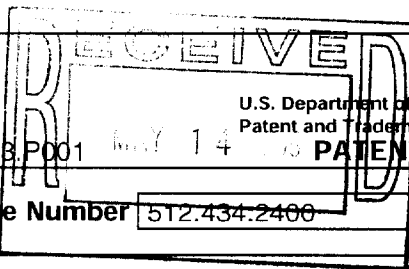
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PATENT
REEL: 009942 FRAME: 0795

03868 P001



U.S. Department of Commerce
Patent and Trademark Office

Correspondent Name and Address

Area Code and Telephone Number 512.434.2400

Name William W. Kidd

Address (line 1) Blakely Sokoloff Taylor & Zafman, LLP

Address (line 2) 12400 Wilshire Boulevard

Address (line 3) Seventh Floor

Address (line 4) Los Angeles, CA 90025

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 4

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

5,459,306

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT [] PCT [] PCT []
PCT [] PCT [] PCT []

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment:
Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 02-2666

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

William W. Kidd, Reg. No. 31,772

William W. Kidd
Signature

5-11-99
Date

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 CERTIFICATE OF MERGER, WHICH MERGES:

"BLOCKBUSTER AIRSHIP HOLDING CORPORATION", A DELAWARE CORPORATION,

"BLOCKBUSTER DISCOVERY INVESTMENT INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER ENTERTAINMENT INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER FAMILY FUN, INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER PARK HOLDING CORPORATION", A DELAWARE CORPORATION,

"BLOCKBUSTER PRODUCTIONS CORPORATION", A DELAWARE CORPORATION,

"BLOCKBUSTER PROMOTIONS INC.", A DELAWARE CORPORATION,

"BLOCKBUSTER VIDEO INTERNATIONAL CORPORATION", A DELAWARE CORPORATION,

"BMHC INC.", A DELAWARE CORPORATION,

"EROL'S INC.", A DELAWARE CORPORATION,

"HOUSTON VIDEO VENTURE, INC.", A FLORIDA CORPORATION,

"MAJOR VIDEO CORP.", A NEVADA CORPORATION,



2210588 8100M
981394744

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9351101

DATE: 10-13-98

PATENT
REEL: 009942 FRAME: 0797

State of Delaware
Office of the Secretary of State

PAGE 2

"M.R.E. ENTERPRISES, INC.", A FLORIDA CORPORATION,
"NEW RIVER ENTERTAINMENT CORPORATION", A DELAWARE
CORPORATION,
"UIV ACQUISITION CORPORATION", A DELAWARE CORPORATION,
"100 RAW PRODUCTIONS INC.", A DELAWARE CORPORATION,
"101 PROPERTIES CORP.", A FLORIDA CORPORATION,
WITH AND INTO "AHV HOLDING CORPORATION" UNDER THE NAME OF
"BLOCKBUSTER INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998, AT 9
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8100M

DATE: 9351101

981394744

10-13-98
PATENT

" REEL: 009942 FRAME: 0798

CERTIFICATE OF MERGER OF

M.R.E. Enterprises, Inc.
100% Raw Productions Inc.
101 Properties Corp.
Blockbuster Airship Holding Corporation
Blockbuster Discovery Investment Inc.
Blockbuster Entertainment Inc.
Blockbuster Family Fun, Inc.
Blockbuster Park Holding Corporation
Blockbuster Productions Corporation
Blockbuster Promotions Inc.
Blockbuster Video International Corporation
BMHC Inc.
Erol's Inc.
Houston Video Venture, Inc.
Major Video Corp.
New River Entertainment Corporation
NIV Acquisition Corporation
and
AHV HOLDING CORPORATION

THE UNDERSIGNED, being the Vice President of AHV HOLDING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("AHV"), does hereby certify that:

FIRST: The name and state of incorporation of each of the Constituent Corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
M.R.E. Enterprises, Inc	Florida
100% Raw Productions Inc.	Delaware
101 Properties Corp.	Florida
AHV Holding Corporation	Delaware
Blockbuster Airship Holding Corporation	Delaware
Blockbuster Discovery Investment Inc.	Delaware
Blockbuster Entertainment Inc.	Delaware
Blockbuster Family Fun, Inc.	Delaware
Blockbuster Park Holding Corporation	Delaware
Blockbuster Productions Corporation	Delaware
Blockbuster Promotions Inc.	Delaware
Blockbuster Video International Corporation	Delaware
BMHC Inc.	Delaware
Erol's Inc.	Delaware
Houston Video Venture, Inc.	Florida
Major Video Corp.	Nevada
New River Entertainment Corporation	Delaware
NIV Acquisition Corporation	Delaware

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SECOND: A Merger Agreement among the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The Surviving Corporation is AHV Holding Corporation. The certificate of incorporation of the Surviving Corporation shall be amended in the merger to change the name of the corporation to Blockbuster Inc. Consequently, the name of the Surviving Corporation shall be Blockbuster Inc.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended so that Article FIRST thereof shall read:

'FIRST: The name of the corporation is Blockbuster Inc.'

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 1201 Elm Street, Dallas, Texas 75270.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

SEVENTH: In accordance with the requirements of subsection (c)(8) of Section 252 of the General Corporation Law of the State of Delaware, M.R.E. Enterprises, Inc., a Florida corporation, is authorized to issue 10,000 shares of \$1.00 par value capital stock; 101 Properties Corp., a Florida corporation is authorized to issue 10,000 shares of \$1.00 par value capital stock; Houston Video Venture, Inc., a Florida corporation is authorized to issue 1,000 shares of \$1.00 par value capital stock; Major Video Corp., a Nevada corporation is authorized to issue 250,000 shares of no par value capital stock.

IN WITNESS WHEREOF, AHV Holding Corporation has caused this Certificate of Merger to be signed by John Berna, its Vice President, this 28th day of September 1998.

AHV HOLDING CORPORATION

By: 
John Berna, Vice President