

Application Number	Mark	Class
74513285	STARGATE	21
74513286	STARGATE	20
74513288	STARGATE	16
74513290	STARGATE	9
74547280	BLOWN AWAY POLICE BOMB SQUAD UNIT & Device	9, 25, 28, 41
74586278	BLOWN AWAY	9, 25, 41
74688579	SPECIES Stylized	9, 16, 25, 28, 41
74717458	THE OUTER LIMITS Stylized	28
74717461	THE OUTER LIMITS Stylized	9
74717462	MGM/UA FAMILY ENTERTAINMENT and Logo	9, 16, 25, 28, 41
75020331	THE OUTER LIMITS Stylized	30
75028072	POLTERGEIST	16, 25, 28, 41
75072858	CYBERTHUG	9, 16, 25, 28, 41
75072859	CYBERDAWG	9, 16, 25, 28, 41
75118265	THE BIRDCAGE	9, 14, 16, 21, 25, 28, 41, 42
75262559	GERM	28
75262561	MACHINE HUNTER	28
75262579	MACHINE HUNTER	16
75262580	GERM	9
75262581	MACHINE HUNTER	25
75262582	MACHINE HUNTER	9
75296937	STARGATE	41
75298447	STARGATE SG-1	41
75977219	SPECIES Stylized	9, 16, 25, 28, 41

Office of the Secretary of State

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 AMENDMENT OF "METRO-GOLDWYN-MAYER INC.", CHANGING ITS NAME FROM "METRO-GOLDWYN-MAYER INC." TO "METRO-GOLDWYN-MAYER STUDIOS INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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981261595

AUTHENTICATION: 9180513

DATE: 09-10-98
TRADEMARK: 106-98

REEL: 1756 FRAME: 0183

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
METRO-GOLDWYN-MAYER INC.

Metro-Goldwyn-Mayer Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The Board of Directors of the Corporation, by unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution setting forth and declaring a proposed amendment to the Restated Certificate of Incorporation of the Corporation to be advisable and calling for consideration thereof by the sole stockholder of the Corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be further amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

"The name of this corporation is Metro-Goldwyn-Mayer Studios Inc."

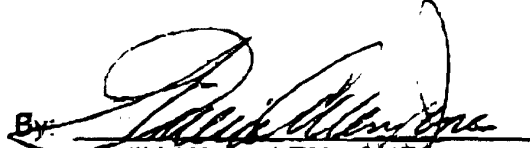
SECOND: The sole stockholder of the Corporation considered and approved such amendment by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: Such amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: The capital of the Corporation shall not be reduced under or by reason of such amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by William Allen Jones, as its Senior Executive Vice President, on this 10th day of September, 1997.

METRO-GOLDWYN-MAYER INC.

By: 
WILLIAM ALLEN JONES
Senior Executive Vice President