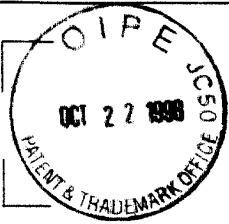


DP

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



10-28-1998

Department of Commerce  
Patent and Trademark Office  
MARK

mfd  
10-22-98



100803105

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type **28**

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
09/29/94

Conveying Party

Mark if additional names of conveying parties attached

Name Blockbuster Entertainment Corporation

Execution Date  
Month Day Year  
10 21 98

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Viacom Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1515 Broadway

Address (line 2) \_\_\_\_\_

Address (line 3) New York City New York, USA Zip Code 10036

- Individual  General Partnership  Limited Partnership  Association
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Chg 65

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: 0003  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

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

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1930499"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1902070"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

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.

Michelena Hallie

Name of Person Signing



Signature

OCTOBER 21 1998

Date Signed

State of Delaware  
Office of the Secretary of State

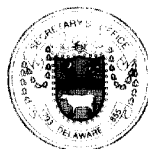
---

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 ENTERTAINMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "VIACOM INC." UNDER THE NAME OF "VIACOM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1994, AT 11:50 O'CLOCK A.M.



2106821 8100M

981394774

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9351123

DATE: 10-13-98

REEL: 1766 FRAME: 0005

**CERTIFICATE OF MERGER  
MERCING  
BLOCKBUSTER ENTERTAINMENT CORPORATION  
WITH AND INTO  
VIACOM INC.**

Pursuant to Section 251 of the  
Delaware General Corporation Law

The undersigned, being the Executive Vice President, General Counsel and Chief Administrative Officer of Viacom Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Viacom"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That the name of and the state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Blockbuster Entertainment Corporation .....	Delaware
Viacom Inc. ....	Delaware

SECOND: That an Agreement and Plan of Merger dated as of January 7, 1994, as amended as of June 15, 1994 (the "Merger Agreement"), between Blockbuster Entertainment Corporation ("Blockbuster") and Viacom has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That Viacom shall be the surviving corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of Viacom will be the certificate of incorporation of the Surviving Corporation.

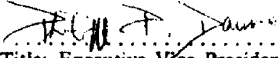
FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

200 Elm Street  
Dedham, Massachusetts 02026

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Viacom has caused this Certificate of Merger to be signed by Philippe P. Dauman, its Executive Vice President, General Counsel and Chief Administrative Officer, and attested by Lawrence Rubin, its Assistant Secretary, this 29th day of September, 1994.

VIACOM INC.

By:   
Title: Executive Vice President,  
General Counsel and  
Chief Administrative Officer

ATTEST:  
  
Assistant Secretary