

FORM PTO-1618A  
Expires 08/02/99  
OMB 0651-0027

10-28-1998

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



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MPP  
10-22-98

### 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 # 1266 Frame # 0035

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Change of Name
- Other Corrective sheet to cancel recordal of ASSE. against S/N 747456,067

Effective Date  
Month Day Year  
\_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached 9 of Feb 1266 Frame

Name Blockbuster Entertainment Corporation

Execution Date 10/21/98  
Month Day Year 35

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/AKATA \_\_\_\_\_

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

Address (line 1) 1515 Broadway

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

Address (line 3) New York NY 10036  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  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

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FORM PTO-1618B  
Expires 08/30/98  
OMB 0651-0027

Page 2

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**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" value="1131418"/>	<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"/>	<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

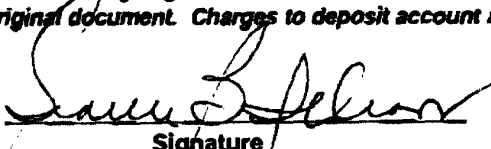
Deposit Account  
(Enter for payment by deposit account or if additional fees can be charged to the account.)

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.*

Sidelle B. Illion  October 28, 1998

Name of Person Signing Signature Date Signed

40.00 - 481

4050 - 482

D

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

TRADEMARKS ONLY

Tab settings □ □ □ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Blockbuster Entertainment Corporation  
200 South Andrews Avenue  
Fort Lauderdale, Florida 33301

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: VIACOM INC.  
Internal Address: \_\_\_\_\_  
Street Address: 1515 Broadway  
City: New York State: NY ZIP: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)  
SEE ATTACHED SCHEDULE "B"

B. Trademark Registration No.(s)  
SEE ATTACHED SCHEDULE "A"

Additional numbers attached?  Yes  No

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

Name: Sidelle Brauzer  
Internal Address: Blockbuster Entertainment Group, a division of Viacom Inc.  
Street Address: 200 South Andrews Avenue  
City: Ft. Lauderdale State: FL ZIP: 33301

6. Total number of applications and registrations involved: 163

7. Total fee (37 CFR 3.41).....\$ 4090.00

- Enclosed
- Authorized to be charged to deposit account if additional fees are required.

8. Deposit account number:

02-3822

(Attach duplicate copy of this page if paying by deposit account)

150 TD 01/09/95 1131418  
150 TD 01/09/95 1131418

DO NOT USE THIS SPACE  
0 481 40.00 CK  
0 482 4,050.00 CK

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.

Cecelia Dempsey  
Name of Person Signing

*Cecelia M. Dempsey*  
Signature

December 5, 1994  
Date

Total number of pages including cover sheet, attachments, and documents: 1

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REEL 266 FRAME 35  
TRADEMARK

NAME: 0293  
H/Im

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 1  
UNITED STATES TRADEMARK REGISTRATIONS  
SCHEDULE "A"

MARK	REG. NO.	GRANTED
BLOCKBUSTER	1,131,418	02/26/80
MAJOR VIDEO	1,398,911	06/24/86
BLOCKBUSTER VIDEO & Design	1,413,706	10/14/86
BLOCKBUSTER VIDEO	1,424,341	01/06/87
CHARTBUSTERS	1,471,718	01/05/88
LE-BAD CINEMA	1,471,719	01/05/88
BLOCKBUSTER	1,491,589	06/07/88
APPLAUSE VIDEO	1,498,061	07/26/88
WOW! WHAT A DIFFERENCE	1,540,956	05/23/89
BLOCK-BUSTERS	1,542,484	06/06/89
STOPPER & Design	1,545,726	06/27/89
REWIND & Design	1,545,727	06/27/89
SLO-MO & Design	1,545,728	06/27/89
PLAYER & Design	1,545,729	06/27/89
BLOCKBUSTER VIDEO & Design (W/COLOR)	1,545,730	06/27/89
PORTA-PLAYER	1,553,293	08/22/89
BLOCKBUSTER KIDS	1,575,714	01/02/90
PAUSE & Design	1,578,172	01/16/90
BELIEVE IN US MUSIC + PLUS & Design	1,578,373	01/16/90

REEL 1266 FRAME 36  
TRADEMARK

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 2  
UNITED STATES TRADEMARK REGISTRATIONS  
SCHEDULE "A"

MARK	REG. NO.	GRANTED
MUSIC PLUS & Design	1,580,778	01/30/90
QUIK DROP	1,591,360	04/10/90
BLOCKBUSTER VIDEO MAGAZINE	1,591,999	04/17/90
BLAZING FLIPPERS	1,596,869	05/15/90
WOW! WHAT A DIFFERENCE	1,600,084	06/05/90
CHARTBUSTERS	1,600,087	06/05/90
YOUTH RESTRICTED VIEWING	1,600,094	06/05/90
BLOCKBUSTER KIDS	1,601,492	06/12/90
BLOCKBUSTER VIDEO & Design	1,601,597	06/12/90
BLOCKBUSTER	1,601,598	06/12/90
SLO-MO & Design	1,601,604	06/12/90
BLOCKBUSTER VIDEO	1,603,163	06/19/90
LE-BAD CINEMA	1,605,133	07/03/90
PLAYER & Design	1,605,145	07/03/90
REWIND & Design	1,605,146	07/03/90
AMERICA'S FAMILY VIDEO STORE	1,606,783	07/17/90
TICKET DESIGN (BLUE)	1,607,738	07/24/90
TICKET DESIGN (YELLOW)	1,607,739	07/24/90
YOUTH RESTRICTED VIEWING & Design (17-Plus)	1,611,593	08/28/90

REEL 1266 FRAME 37  
TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK  
REEL: 1767 FRAME: 0295

UNITED STATES TRADEMARK REGISTRATIONSSCHEDULE "A"

MARK	REG. NO.	GRANTED
STOPPER & Design	1,614,418	09/18/90
TICKET DESIGN (BLACK & WHITE)	1,618,072	10/16/90
TICKET DESIGN (BLACK & WHITE)	1,623,086	11/13/90
BLOCKBUSTER VIDEO & Design (W/COLOR)	1,630,441	01/01/91
BLOCKBUSTER KIDS & Design	1,637,878	03/12/91
BLOCKBUSTER KIDS & Design	1,652,678	07/30/91
BLOCKBUSTER BOWL & Design (FOOTBALL DESIGN)	1,662,457	10/29/91
KIDPRINT	1,667,226	12/03/91
THE GIFT OF ENTERTAINMENT	1,675,006	02/11/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,683,794	04/21/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,684,399	04/28/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,684,470	04/28/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,684,471	04/28/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,685,330	05/05/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,685,425	05/05/92

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REEL 1266 FRAME 038

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 4  
UNITED STATES TRADEMARK REGISTRATIONS  
SCHEDULE "A"

MARK	REG. NO.	GRANTED
BLOCKBUSTER KIDS RECOMMENDED & Design	1,689,648	05/26/92
BLOCKBUSTER KIDS RECOMMENDED & Design	1,689,651	05/26/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,690,094	06/02/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,710,127	08/25/92
SHOW US YOUR CARDS AMERICA	1,714,271	09/08/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,717,466	09/22/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,718,241	09/22/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,718,354	09/22/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,720,341	09/29/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,720,448	09/29/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,721,375	10/06/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,721,846	10/16/92
BLOCKBUSTER VIDEO & Design (MERCH)	1,722,027	10/06/92

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 REEL 1266 FRAME 39

To: Commissioner of Patents and Trademarks

TRADEMARK  
 REEL: 1767 FRAME: 0297

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 5  
UNITED STATES TRADEMARK REGISTRATIONS  
SCHEDULE "A"

MARK	REG. NO.	GRANTED
BLOCKBUSTER VIDEO (MERCHANDISE)	1,723,840	10/13/92
PROFILE OF CHILD (KIDPRINT)	1,724,470	10/13/92
BLOCKBUSTER VIDEO (MERCHANDISE)	1,736,470	12/01/92
BLOCKBUSTER (POPCORN)	1,738,553	12/08/92
VIDEO-X-TRON	1,741,771	12/22/92
BLOCKBUSTER	1,771,243	05/18/93
BLOCKBUSTER COMMUNITY SERVICE FREE USE & Design	1,776,812	06/15/93
KIDS RECOMMENDED VIEWING	1,782,296	07/13/93
BLOCKBUSTER	1,802,394	11/02/93
BLOCKBUSTER VIDEO (Yellow Letter/Blue Back)	1,806,588	11/23/93
BLOCKBUSTER VIDEO INTERNATIONAL & Design	1,809,500	12/07/93
BLOCKBUSTER BOWL & Design (ITU)	1,818,576	01/25/94
BLOCKBUSTER	1,821,789	02/15/94
BLOCKBUSTER GOLF & GAMES & Design	1,830,660	04/12/94
BLOCKBUSTER GOLF & GAMES & Design	1,831,705	04/19/94
MAKE IT A BLOCKBUSTER NIGHT	1,852,673	09/06/94

TRADEMARK  
 REEL 1266 FRAME 040

To: Commissioner of Patents and Trademarks

TRADEMARK  
 REEL: 1767 FRAME: 0298



BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 6  
UNITED STATES TRADEMARK REGISTRATIONS  
SCHEDULE "A"

MARK	REG. NO.	GRANTED
BLOCKBUSTER PAVILION	1,853,918	09/13/94
BLOCKBUSTER PAVILION	1,854,919	09/20/94
BLOCKBUSTER ENTERTAINMENT GUIDE	1,856,021	09/27/94
BLOCKBUSTER ENTERTAINMENT	1,857,982	10/11/94
BLOCKBUSTER ENTERTAINMENT & Design	1,858,954	10/18/94

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REEL 1266 FRAME 41

To: Commissioner of Patents and Trademarks

TRADEMARK  
REEL: 1767 FRAME: 0299

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 1  
UNITED STATES TRADEMARK APPLICATIONS  
SCHEDULE "B"

MARK	SERIAL NO.	DATE FILED
BLOCKBUSTERS	74/064,894	
BLOCKBUSTER (ITU)	74/146,767	03/11/91
BLOCKBUSTER VIDEO	74/232,292	08/09/93
BLOCKBUSTER	74/295,945	07/20/92
CLOCKBUSTERS	74/363,747	03/02/93
BLOCKBUSTER MUSIC (ITU)	74/375,146	04/05/93
BLOCKBUSTER ENTERTAINMENT (ITU)	74/375,147	04/05/93
BLOCKBUSTER MUSIC (ITU)	74/375,148	04/05/93
BLOCKBUSTER ENTERTAINMENT (ITU)	74/375,149	04/05/93
BLOCKBUSTER MUSIC (ITU)	74/388,190	05/10/93
BLOCKBUSTER MUSIC (ITU)	74/388,191	05/13/93
BLOCKBUSTER ENTERTAINMENT & Design (ITU)	74/388,192	05/10/93
BLOCKBUSTER ENTERTAINMENT & Design (ITU)	74/388,193	05/03/93
BLOCKBUSTER GOLF & GAMES & Design	74/411,005	07/12/93
BLOCKBUSTER GOLF & GAMES Design	74/411,008	07/12/93
BLOCKBUSTER GAMES ARENA & Design (ITU)	74/425,192	08/16/02

REEL 1266 FRAME 42  
TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK  
REEL: 1767 FRAME: 0300

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 2  
UNITED STATES TRADEMARK APPLICATIONS  
SCHEDULE "B"

MARK	SERIAL NO.	DATE FILED
BLOCKBUSTER	74/426,588	08/20/93
MARQUEE (ITU)	74/426,589	08/20/93
BLOCKBUSTER VIDEO & Design	74/444,622	10/06/93
BLOCKBUSTER (ITU)	74/452,130	10/25/93
APPLAUSE VIDEO & Design	74/456,067	12/08/83
BB-VIDEO	74/456,371	11/03/93
BB-VIDEO	74/456,372	11/03/93
SOUNDOFF	74/461,596	11/15/93
BUTTONS	74/461,597	11/15/93
BLOCKBUSTER	74/471,836	12/17/93
BLOCKBUSTER VIDEO & Design	74/471,847	12/17/93
BLOCKBUSTER MUSIC & Design (ITU)	74/471,848	12/17/93
BLOCKBUSTER MUSIC & Design (ITU)	74/471,849	12/17/93
BLOCKBUSTER MUSIC PLUS & Design	74/472,263	12/20/93
BLOCKBUSTER MUSIC PLUS & Design	74/472,264	12/20/93

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REEL 1266 FRAME 043

To: Commissioner of Patents and Trademarks

TRADEMARK  
 REEL: 1767 FRAME: 0301

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 3  
UNITED STATES TRADEMARK APPLICATIONS  
SCHEDULE "B"

MARK	SERIAL NO.	DATE FILED
MUSIC PLUS	74/472,265	02/20/93
BLOCKBUSTER GOLF & GAMES & Design	74/482,507	01/21/94
BLOCKBUSTER	74/483,719	01/28/94
BLOCKBUSTER	74/483,720	01/28/94
BLOCKBUSTER VIDEO & Design	74/483,721	01/28/94
BLOCKBUSTER VIDEO & Design	74/483,722	01/28/94
BLOCKBUSTER WORLD GAME Design (ITU)	74/490,987	02/16/94
BLOCKBUSTER WORLD GAME Design (ITU)	74/490,988	02/16/94
BLOCKBUSTER WORLD GAME Design (ITU)	74/490,989	02/16/94
BLOCKBUSTER GAMES (ITU)	74/503,794	03/21/94
DRIVE-IN	74/503,934	03/17/94
TAKE 10 (ITU)	74/505,225	03/25/94
THE STORE THAT LETS YOU PLAY (ITU)	74/505,253	03/25/94
TAKE 10 (ITU)	74/505,254	03/25/94
BLOCK PARTY (ITU)	74/511,711	04/12/94
BLOCKBUSTER GAMES (ITU)	74/511,887	04/13/94
BLOCK PARTY (ITU)	74/516,076	04/12/94

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REEL 1266 FRAME 044

To: Commissioner of Patents and Trademarks

TRADEMARK  
 REEL: 1767 FRAME: 0302

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 4  
UNITED STATES TRADEMARK APPLICATIONS  
SCHEDULE "B"

MARK	SERIAL NO.	DATE FILED
BLOCK PARTY (ITU)	74/516,077	04/12/94
BLOCK PARTY (ITU)	74/516,078	04/12/94
BLOCK PARTY (ITU)	74/516,079	04/12/94
BLOCK PARTY (ITU)	74/516,080	04/12/94
BLOCK PARTY (ITU)	74/516,081	04/12/94
BLOCK PARTY (ITU)	74/516,082	04/12/94
BLOCK PARTY (ITU)	74/516,083	04/12/94
THE BREAKROOM (ITU)	74/516,084	04/12/94
BLOCK PARTY (ITU)	74/516,085	04/12/94
VIRTUA ALLEY (ITU)	74/516,086	04/12/94
SOUP'ER BLOOPERS (ITU)	74/516,087	04/12/94
INFOMANIA (ITU)	74/516,088	04/12/94
GO MOTION (ITU)	74/516,089	04/12/94
THE BREAKROOM (ITU)	74/516,090	04/12/94
ALARM'N STUFF (ITU)	74/516,665	04/25/94
WHERE THE CHALLENGE NEVER ENDS (ITU)	74/523,032	05/02/94
EXPLORER DECK	74/534,331	06/07/94
EXCHANGE DECK (ITU)	74/535,084	06/07/94
POWER GRID (ITU)	74/535,085	06/07/94

REEL 1266 FRAME 045  
TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK  
REEL: 1767 FRAME: 0303

BLOCKBUSTER ENTERTAINMENT GROUP, A DIVISION OF VIACOM INC. Page 5  
UNITED STATES TRADEMARK APPLICATIONS  
SCHEDULE "B"

MARK	SERIAL NO.	DATE FILED
THE TUBE (ITU)	74/535,086	06/07/94
GET READY TO TAKE ON THE WORLD (ITU)	74/535,087	06/07/94
BLOCKBUSTER GAMES & Design	74/535,326	06/07/94
FLIPPERS (ITU)	74/556,787	08/03/94
THE POWER TO HEAR IT ALL	74/560,302	08/12/94
BLOCKBUSTER ADVENTURE	74/560,303	08/12/94
BUSTAR (ITU)	74/560,304	08/12/94
BLOCKBUSTER MUSIC & Design	74/566,022	08/23/84
BLOCKBUSTER BOWL (ITU)	74/801,412	

REEL 1266 FRAME 046  
TRADEMARK

To: Commissioner of Patents and Trademarks

TRADEMARK  
REEL: 1767 FRAME: 0304

*State of Delaware*  
*Office of the Secretary of State*

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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

*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9351123  
TRADEMARK  
REEL: 1767 DATE: 10-13-98  
FRAME: 0305

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:50 AM 09/29/1994  
944184649 - 2106821

**CERTIFICATE OF MERGER  
MERGING  
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:

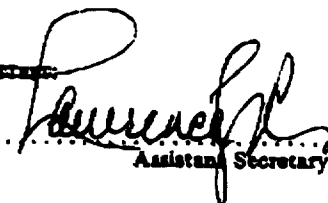
200 Elm Street  
Dedham, Massachusetts 02026

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