

11-03-1998

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



100808517

MMP
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 # _____ Frame # _____

Conveyance Type **33**

- Assignment
 - License **TM**
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
12/28/94

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Blockbuster Video Holding Corporation

10 28 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 Blockbuster Entertainment Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1201 Elm Street

Address (line 2) _____

Address (line 3) Dallas

Texas, USA

75270-2102

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

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.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

1158

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:
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

Sidell B. Illion

Address (line 1)

Blockbuster Inc.

Address (line 2)

1201 Elm Street

Address (line 3)

Dallas, Texas 75270-2102

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" value="1961481"/>	<input type="text"/>
<input type="text" value="1902070"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1979142"/>	<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

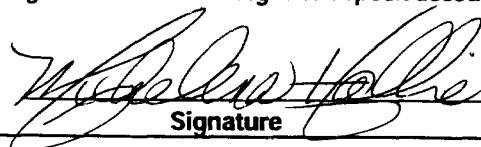
No

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 2, 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 AMENDMENT OF "BLOCKBUSTER VIDEO HOLDING CORPORATION", CHANGING ITS NAME FROM "BLOCKBUSTER VIDEO HOLDING CORPORATION" TO "BLOCKBUSTER ENTERTAINMENT INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1994, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2146371 8100

960075152

AUTHENTICATION:

DATE: 7867654

TRADEMARK

REEL: 1768 FRAME: 0062

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

BLOCKBUSTER VIDEO HOLDING CORPORATION, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Blockbuster Video Holding Corporation (the "Corporation").

SECOND: Article I of the Certificate of Incorporation of the Corporation is hereby amended as follows:

"The name of this corporation shall be Blockbuster Entertainment Inc.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Adam Phillips, its Vice President, this 23rd day of December, 1994.

BLOCKBUSTER VIDEO
HOLDING CORPORATION, a
Delaware corporation

By: 

Adam Phillips

Its: Vice President

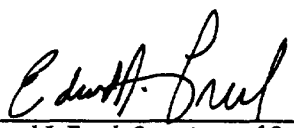
State of Delaware
Office of the Secretary of State

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2146371 8100
981394794



Edward J. Freel, Secretary of State

AUTHENTICATION: 9351143
DATE: 10-13-98
TRADEMARK
REEL: 1768 FRAME: 0064

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/28/1994
944257182 - 2146371

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Its: **Vice President**