

01-08-1999



100937809

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Execution Date
Month Day Year

Name

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- Individual General Partnership Limited Partnership Corporation Association
- Other

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Deposit Account

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No

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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

GREEN BELT, INC.

1998

Name of Person Signing

Signature

Date Signed

| City | Trademark | Cur Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|--------------------------------|---------|----------------|--------------|------------|------------|------------|
| USA | BLOCKBUSTER FAVORITES DESIGN | 0374 | 35 41 | 75/574672 | 210C1998 | | |
| USA | BLOCKBUSTER INCENTIVE ZONE | 0377 | 35 41 | 75/501846 | 15JUE1998 | | |
| USA | BLOCKBUSTER ONLINE | 0313 | 38 41 42 | 74/695722 | 29JUE1995 | | |
| USA | BLOCKBUSTER PREVIEWED DESIGN | 0379 | 35 41 | 75/574673 | 210C1998 | | |
| USA | BLOCKBUSTER REWARDS | 0371 | 35 41 | 75/432989 | 12FEE1998 | | |
| USA | BLOCKBUSTER... | 0369 | 35 41 | 75/434379 | 13FEE1998 | | |
| USA | CARTOON DESIGN: Halloween Man | 0367 | 36 41 | 75/378965 | 240C1997 | | |
| USA | GO HOME HAPPY | 0370 | 35 41 | 75/433141 | 12FEE1998 | | |
| USA | GO HOME HAPPY (STYLIZED) | 0373 | 25 30 | 75/494766 | 02JUE1998 | | |
| USA | GO HOME HAPPY STYLIZED | 0372 | 35 41 | 75/443440 | 26FEE1998 | | |
| USA | HOLLYWOOD FUN FACTORY | 0361 | 42 | 74/7717, 734 | 18AU1995 | | |
| USA | HOLLYWOOD FUN FACTORY & Design | 0362 | 41 | 74/7717, 743 | 18AU1995 | | |
| USA | KIDMONIGOUS | 0364 | 35 41 | 75/300281 | 29MY1997 | | |
| USA | LUG UN AND MAKE YOURSELF COMFU | 0365 | 35 41 | 75/333958 | 31JUL1997 | | |

| City | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|---------------------------|---------|----------|------------|------------|------------|------------|
| USA | THE GIFT OF ENTERTAINMENT | 0375 | 35 41 | 75/491133 | 27MY1998 | | |

| City | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|------------------------------|---------|----------------|------------|------------|------------|------------|
| USA | ALARM IN STUFF | 0216 | 42 | 74/516665 | 25AP1994 | 1,964,598 | 26MR1996 |
| USA | AMERICA'S FAMILY VIDEO STORE | 0001 | 41 42 | 73/752103 | 14SE1988 | 1606783 | 17JUL1990 |
| USA | APPLAUSE VIDEO | 0138 | 41 42 | 73/456066 | 08DE1983 | 1498061 | 26JUL1988 |
| USA | BB-VIDEO | 0175 | 16 | 74/456372 | 03NO1993 | 1860928 | 01NO1994 |
| USA | BB-VIDEO | 0176 | 42 | 74/456371 | 03NO1993 | 1864079 | 22NO1994 |
| USA | BLOCK BUSTER | 0222 | 28 | 73/192,414 | 07NO1978 | 1131418 | 26FE1980 |
| USA | BLOCK-BUSTERS | 0220 | 16 | 73/723732 | 21AP1988 | 1542484 | 06JUL1989 |
| USA | BLOCKBUSTER | 0004 | 28 | 74/146767 | 11MR1991 | 1892696 | 02MY1995 |
| USA | BLOCKBUSTER | 0142 | 41 | 74/368114 | 10MY1993 | 1821789 | 15FE1994 |
| USA | BLOCKBUSTER | 0008 | 42 | 73/833679 | 25OC1989 | 1601598 | 12JUL1990 |
| USA | BLOCKBUSTER | 0235 | 38 | 74/579192 | 27SE1994 | 2,013,045 | 05NO1996 |
| USA | BLOCKBUSTER | 0171 | 16 | 74/426588 | 20AU1993 | 1873269 | 10JUL1995 |
| USA | BLOCKBUSTER | 0291 | 36 | 74/629673 | 03FE1995 | 1994199 | 13AUG1996 |
| USA | BLOCKBUSTER | 0180 | 16 | 74/452130 | 25OC1993 | 1891727 | 25AP1995 |
| USA | BLOCKBUSTER | 0009 | 42 | 74/235862 | 08JUL1992 | 1802394 | 02NO1993 |
| USA | BLOCKBUSTER | 0141 | 9 | 74/313601 | 14SE1992 | 1771243 | 18MY1993 |
| USA | BLOCKBUSTER | 0184 | 35 39 41 | 74/471847 | 17DE1993 | 1904586 | 11JUL1995 |
| USA | BLOCKBUSTER | 0183 | 35 39 41 | 74/471836 | 17DE1993 | 19153693 | 22AUG1995 |

| Country | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|---------|--------------------------------|---------|----------------------------------|------------|------------|------------|------------|
| USA | BLOCKBUSTER | 0355 | 25 | 75/143666 | 01AUG1996 | 2,048,020 | 25MAR1997 |
| USA | BLOCKBUSTER | 0187 | 41 | 74/483720 | 28JAN1994 | 1868690 | 20DE1994 |
| USA | BLOCKBUSTER | 0188 | 42 | 74/483719 | 28JAN1994 | 1868774 | 20DE1994 |
| USA | BLOCKBUSTER | 0006 | 41 | 73/684181 | 11SEP1987 | 1491589 | 07JUN1988 |
| USA | BLOCKBUSTER | 0005 | 31 | 74/235863 | 08JAN1992 | 1738553 | 08DE1992 |
| USA | BLOCKBUSTER & DESIGN | 0363 | 25 35 41 | 75/223007 | 09JAN1997 | 2,135,572 | 10FEB1998 |
| USA | BLOCKBUSTER (CHANNEL FONT/YELL | 0366 | 35 41 | 75/323166 | 11JUL1997 | 2175057 | 21JUL1998 |
| USA | BLOCKBUSTER BOWL | 0013 | 14 16 25 28 41 42 | 74/801412 | 08JUL1993 | 1917105 | 05SEP1995 |
| USA | BLOCKBUSTER BOWL & DESIGN | 0012 | 41 | 74/105439 | 12OCT1990 | 1818576 | 25JAN1994 |
| USA | BLOCKBUSTER BUCKS | 0293 | 36 | 74/634121 | 14FEB1995 | 2,063,772 | 20MAY1997 |
| USA | BLOCKBUSTER COMMUNITY SERVICE | 0025 | 41 | 74/229135 | 11DE1991 | 1776812 | 15JUN1993 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0145 | 41 | 74/375149 | 05APR1993 | 1863348 | 15NOV1994 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0292 | 36 | 74/634120 | 14FEB1995 | 2,007,104 | 08OCT1996 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0181 | 41 | 74/456369 | 03NOV1993 | 1857982 | 11OCT1994 |
| USA | BLOCKBUSTER ENTERTAINMENT | 0146 | 42 | 74/375147 | 05APR1993 | 1872060 | 03JAN1995 |
| USA | BLOCKBUSTER ENTERTAINMENT & DE | 0147 | 41 | 74/388192 | 10MAY1993 | 1881626 | 28FEB1995 |

| Ctry | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|--------------------------------|---------|-------|------------|------------|------------|------------|
| USA | BLOCKBUSTER ENTERTAINMENT & DE | 0182 | 41 | 74/456370 | 03NO1993 | 1858954 | 180C1994 |
| USA | BLOCKBUSTER ENTERTAINMENT & DE | 0148 | 42 | 74/388193 | 13MY1993 | 1879354 | 14FE1995 |
| USA | BLOCKBUSTER ENTERTAINMENT AMAR | 0297 | 16 | 74/646435 | 14MR1995 | 1960149 | 05MR1996 |
| USA | BLOCKBUSTER ENTERTAINMENT AMAR | 0299 | 41 | 74/646434 | 14MR1995 | 1960148 | 05MR1996 |
| USA | BLOCKBUSTER ENTERTAINMENT AMAR | 0298 | 41 | 74/678581 | 22MY1995 | 1,999,406 | 10SE1996 |
| USA | BLOCKBUSTER ENTERTAINMENT GUID | 0170 | 41 | 74/431301 | 02SE1993 | 1856021 | 27SE1994 |
| USA | BLOCKBUSTER GAMES & DESIGN | 0225 | 42 | 74/534,326 | 07JE1994 | 1902070 | 27JE1995 |
| USA | BLOCKBUSTER GAMES ARENA | 0168 | 41 | 74/425192 | 16AU1992 | 1912784 | 15AU1995 |
| USA | BLOCKBUSTER GIFTCARD | 0294 | 16 | 74/641274 | 02MR1995 | 2,049,663 | 01AP1997 |
| USA | BLOCKBUSTER GIFTCARD & DESIGN | 0295 | 16 | 74/641273 | 02MR1995 | 2,049,662 | 01AP1997 |
| USA | BLOCKBUSTER GOLF & GAMES & DES | 0155 | 25 | 74/482507 | 21JA1994 | 1869729 | 27DE1994 |
| USA | BLOCKBUSTER GOLF & GAMES & DES | 0158 | 6 | 74/411005 | 12JL1993 | 1873568 | 17JA1995 |
| USA | BLOCKBUSTER GOLF & GAMES & DES | 0160 | 41 | 74/411007 | 12JL1993 | 1830660 | 12AP1994 |
| USA | BLOCKBUSTER GOLF & GAMES & DES | 0296 | MULTI | 74/646746 | 14MR1995 | 1,999,269 | 10SE1996 |
| USA | BLOCKBUSTER GOLF & GAMES & DES | 0161 | 42 | 74/411006 | 12JL1993 | 1831705 | 19AP1994 |
| USA | BLOCKBUSTER GOLF & GAMES DESIG | 0159 | 16 | 74/411008 | 12JL1993 | 1888398 | 11AP1995 |
| USA | BLOCKBUSTER KIDS | 0015 | 41 | 73/835048 | 25OC1989 | 1601492 | 12JE1990 |
| USA | BLOCKBUSTER KIDS | 0016 | 42 | 73/752100 | 14SE1988 | 1575714 | 02JA1990 |
| USA | BLOCKBUSTER KIDS & DESIGN | 0018 | 41 | 74/042303 | 23MR1990 | 1637878 | 12MR1991 |

| Ctry | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|--------------------------------|---------|------------------|------------|------------|------------|------------|
| USA | BLOCKBUSTER KIDS & DESIGN | 0020 | 42 | 74/042304 | 23MR1990 | 1652678 | 30JUL1991 |
| USA | BLOCKBUSTER KIDS RECOMMENDED & | 0022 | 41 | 74/009560 | 11DE1989 | 1689648 | 26MY1992 |
| USA | BLOCKBUSTER KIDS RECOMMENDED & | 0024 | 42 | 74/009559 | 11DE1989 | 1689651 | 26MY1992 |
| USA | BLOCKBUSTER MUSIC | 0152 | 42 | 74/375146 | 05AP1993 | 1874864 | 17JAN1995 |
| USA | BLOCKBUSTER MUSIC & Design | 0356 | 25 | 75/143667 | 01AU1996 | 2,051,041 | 08AP1997 |
| USA | BLOCKBUSTER MUSIC & DESIGN (BL | 0319 | 42 | 75/009017 | 23OC1995 | 2,045,579 | 18MR1997 |
| USA | BLOCKBUSTER MUSIC & DESIGN BLO | 0237 | 42 | 74/590348 | 25OC1994 | 1931392 | 31OC1995 |
| USA | BLOCKBUSTER MUSIC PLUS & DESIG | 0156 | 41 | 74/472264 | 20JUL1993 | 1874279 | 17JAN1995 |
| USA | BLOCKBUSTER MUSIC PLUS & DESIG | 0157 | 42 | 74/472263 | 20JUL1993 | 1874366 | 17JAN1995 |
| USA | BLOCKBUSTER PAVILION | 0165 | 41 | 74/433462 | 07SE1993 | 1854919 | 20SE1994 |
| USA | BLOCKBUSTER PAVILION | 0166 | 42 | 74/433463 | 07SE1993 | 1853918 | 13SE1994 |
| USA | BLOCKBUSTER VIDEO | 0026 | 41 | 73/601788 | 30MY1986 | 1424341 | 06JAN1987 |
| USA | BLOCKBUSTER VIDEO | 0114 | 16 | 74/175662 | 11JUN1991 | 1736470 | 01DE1992 |
| USA | BLOCKBUSTER VIDEO | 0115 | 18 | 74/175664 | 11JUN1991 | 1685330 | 05MY1992 |
| USA | BLOCKBUSTER VIDEO | 0116 | 20 | 74/175663 | 11JUN1991 | 1684470 | 28AP1992 |
| USA | BLOCKBUSTER VIDEO | 0117 | 21 | 74/175657 | 11JUN1991 | 1723840 | 13OC1992 |
| USA | BLOCKBUSTER VIDEO | 0163 | MULTI 28 9 | 74/423229 | 09AUG1993 | 1930499 | 31OC1995 |
| USA | BLOCKBUSTER VIDEO | 0118 | 24 | 74/175656 | 11JUN1991 | 1718241 | 22SE1992 |

| Country | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
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| USA | BLOCKBUSTER VIDEO | 0189 | 41 | 74/483722 | 28JAN1994 | 1888928 | 11AP1995 |
| USA | BLOCKBUSTER VIDEO | 0190 | 42 | 74/483721 | 28JAN1994 | 1889005 | 11AP1995 |
| USA | BLOCKBUSTER VIDEO | 0119 | 25 | 74/175658 | 11JUN1991 | 1710127 | 25AUG1992 |
| USA | BLOCKBUSTER VIDEO | 0120 | 28 | 74/175652 | 11JUN1991 | 1720448 | 20SEP1992 |
| USA | BLOCKBUSTER VIDEO | 0028 | 42 | 73/833677 | 25OCT1989 | 1603163 | 19JUN1990 |
| USA | BLOCKBUSTER VIDEO | 0111 | 6 | 74/175660 | 11JUN1991 | 1717466 | 22SEP1992 |
| USA | BLOCKBUSTER VIDEO | 0113 | 14 | 74/175670 | 11JUN1991 | 1684399 | 28AP1992 |
| USA | BLOCKBUSTER VIDEO & AMINING (CO | 0302 | 41 | 74/562064 | 17AUG1994 | 1962792 | 19MAY1996 |
| | | | 41 | | | | |
| | | | 42 | | | | |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0030 | 41 | 73/576902 | 09JAN1986 | 1413706 | 14OCT1986 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0126 | 20 | 74/175669 | 11JUN1991 | 1684471 | 28AP1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0127 | 21 | 74/175668 | 11JUN1991 | 1720341 | 29SEP1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0128 | 24 | 74/175665 | 11JUN1991 | 1722027 | 06OCT1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0164 | 9 | 74/444,622 | 06OCT1993 | 2,014,672 | 12NOV1996 |
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| USA | BLOCKBUSTER VIDEO & DESIGN | 0129 | 25 | 74/175666 | 11JUN1991 | 1685425 | 05MAY1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0123 | 14 | 74/175655 | 11JUN1991 | 1690094 | 02JUN1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0124 | 16 | 74/175654 | 11JUN1991 | 1721846 | 06OCT1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0233 | 16 | 74/566022 | 26AUG1994 | 1929557 | 24OCT1995 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0125 | 18 | 74/175653 | 11JUN1991 | 1683794 | 21AP1992 |
| USA | BLOCKBUSTER VIDEO & DESIGN | 0121 | 6 | 74/175651 | 11JUN1991 | 1721375 | 06OCT1992 |

| Ctry | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
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| USA | BLOCKBUSTER VIDEO & DESIGN | 0032 | 42 | 73/833678 | 25OC1989 | 1601597 | 12JUE1990 |
| USA | BLOCKBUSTER VIDEO & DESIGN (CO | 0036 | 42 | 73/833741 | 25OC1989 | 1630441 | 01JAI1991 |
| USA | BLOCKBUSTER VIDEO (YELLOW LETT | 0153 | 42 | 74/363905 | 02MR1993 | 1806588 | 23NO1993 |
| USA | BLOCKBUSTER VIDEO INTERNATIONA | 0033 | 35 | 74/229136 | 11DE1991 | 1809500 | 07DE1993 |
| USA | BUTTONS | 0185 | 42 | 74/461597 | 15NO1993 | 1858070 | 11OC1994 |
| USA | CHARTBUSTERS | 0040 | 41 | 73/660568 | 13MY1987 | 1471718 | 05JAI1988 |
| USA | CHARTBUSTERS | 0041 | 42 | 73/833740 | 25OC1989 | 1600087 | 05JUE1990 |
| USA | CLOCKBUSTERS | 0174 | 41 | 74/363747 | 02MR1993 | 1863996 | 22NO1994 |
| USA | DRIVE-IN | 0194 | 41 | 74/503934 | 17MR1994 | 1901978 | 27JUE1995 |
| USA | EXPLORER DECK | 0226 | 42 | 74/534331 | 07JUE1994 | 1899401 | 13JUE1995 |
| USA | GO MOTION | 0212 | 41 | 74/516089 | 12AP1994 | 1,986,079 | 09JUL1996 |
| USA | HAZ DE ESTA UNA NOCHE BLOCKBUS | 0318 | 41 | 75/013,543 | 25OC1995 | 2,023,562 | 17DE1996 |
| USA | KIDPRINT | 0101 | 42 | 74/008819 | 07DE1989 | 1667226 | 03DE1991 |
| USA | KIDS RECOMMENDED VIEWING | 0050 | 41 | 74/142982 | 28FE1991 | 1782296 | 13JUL1993 |
| USA | MAJOR VIDEO (STYLIZED) | 0055 | 41 42 | 73/542,220 | 10JUE1985 | 1398911 | 24JUE1986 |
| USA | MAKE IT A BLOCKBUSTER NIGHT | 0162 | 41 | 74/408844 | 06JUL1993 | 1852673 | 06SEP1994 |
| USA | MAKE IT A BLOCKBUSTER... | 0332 | 25 41 42 | 75/112793 | 03JUE1996 | 2,063,182 | 20MY1997 |
| USA | MISIR PILLS | 0177 | 42 | 74/472265 | 20DE1992 | 1670164 | 27DE1994 |

| City | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
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| USA | MUSIC+PLUS & DESIGN | 0238 | 42 | 73/803328 | 30MY1989 | 1580778 | 30JUL1990 |
| USA | PAUSE & DESIGN | 0065 | 41 42 | 73/754308 | 20SE1988 | 1578172 | 16JUL1990 |
| USA | PLAYER & DESIGN | 0067 | 41 | 73/754310 | 20SE1988 | 1545729 | 27JUL1989 |
| USA | PLAYER & DESIGN | 0068 | 42 | 73/838828 | 13NO1989 | 1605145 | 03JUL1990 |
| USA | PORTA-PLAYER | 0070 | 41 | 73/752093 | 14SE1988 | 1553293 | 22AUG1989 |
| USA | POWER GRID | 0219 | 41 42 | 74/535085 | 07JUL1994 | 2,157,070 | 12MY1998 |
| USA | PROFILE OF CHILD DESIGN | 0135 | 42 | 74/225986 | 26NO1991 | 1724470 | 13OC1992 |
| USA | QUICK DROP | 0075 | 41 42 | 73/758736 | 20OC1988 | 1591360 | 10AP1990 |
| USA | REMIND & DESIGN | 0080 | 41 | 73/754306 | 20SE1988 | 1545727 | 27JUL1989 |
| USA | REMIND & DESIGN | 0081 | 42 | 73/838829 | 13NO1989 | 1605146 | 03JUL1990 |
| USA | ROUNDED BLUE ANNING | 0300 | 41 42 | 74/562060 | 17AUG1994 | 2,022,821 | 17DEC1996 |
| USA | SLO-MO & DESIGN | 0085 | 41 | 73/754309 | 20SE1988 | 1545728 | 27JUL1989 |
| USA | SLO-MO & DESIGN | 0086 | 42 | 73/835179 | 31OC1989 | 1601604 | 12JUL1990 |
| USA | SOUND CHECK | 0329 | 42 | 74/153861 | 03AP1991 | 1669866 | 24DEC1991 |
| USA | SOUND CHECK & DESIGN | 0330 | 42 | 74/300996 | 03AUG1992 | 1759018 | 16MAR1993 |
| USA | SOUND OFF | 0186 | 42 | 74/461596 | 15NO1993 | 1858069 | 11OC1994 |
| USA | SUPER BLOOPERS | 0214 | 42 | 74/516087 | 12AP1994 | 1,988,955 | 23JUL1996 |
| USA | SUPER BLOOPERS | 0252 | 42 | 74/579494 | 28SE1994 | 1,990,411 | 30JUL1996 |

| Ctry | Trademark | Our Ref | Class | Cur App No | Cur App Dt | Cur Reg No | Cur Reg Dt |
|------|--------------------------------|---------|-------|------------|------------|------------|------------|
| USA | STOPPER & DESIGN | 0088 | 41 | 73/754301 | 20SE1988 | 1545726 | 27JIE1989 |
| USA | STOPPER & DESIGN | 0089 | 42 | 73/833681 | 25OC1989 | 1614418 | 18SE1990 |
| USA | TAKE 10 | 0195 | 9 | 74/505255 | 25MR1994 | 1,979,142 | 11JIE1996 |
| USA | TAKE 10 | 0196 | 35 | 74/505254 | 25MY1994 | 1,972,184 | 07MY1996 |
| USA | THE BLOCKBUSTER ENTERTAINMENT | 0308 | 41 | 74/689027 | 15JIE1995 | 1,992,993 | 13AU1996 |
| USA | THE POWER TO HEAR IT ALL | 0229 | 42 | 74/560302 | 12AU1994 | 1961481 | 12MR1996 |
| USA | TICKET DESIGN | 0095 | 42 | 74/024373 | 31JAI1990 | 1623086 | 13NO1990 |
| USA | TICKET DESIGN (BLACK & WHITE) | 0094 | 41 | 74/024372 | 31JAI1990 | 1618072 | 16OC1990 |
| USA | TICKET DESIGN (BLUE) | 0092 | 41 | 73/833718 | 25OC1989 | 1607738 | 24JUL1990 |
| USA | TICKET DESIGN (YELLOW) | 0093 | 41 | 73/834014 | 26OC1989 | 1607739 | 24JUL1990 |
| USA | VIRTUA ALLEY | 0215 | 41 | 74/516086 | 12AP1994 | 1,964,594 | 26MR1996 |
| USA | WOM! WHAT A DIFFERENCE | 0105 | 41 | 73/752091 | 14SE1988 | 1540956 | 23MY1989 |
| USA | WOM! WHAT A DIFFERENCE | 0106 | 42 | 73/833680 | 25OC1989 | 1600084 | 05JIE1990 |
| USA | YOUTH RESTRICTED VIEWING | 0109 | 41 | 73/752101 | 14SE1988 | 1600094 | 05JIE1990 |
| USA | YOUTH RESTRICTED VIEWING & DES | 0110 | 41 | 73/752099 | 14SE1988 | 1611593 | 28AU1990 |
| USA | ZAPPERS! | 0368 | 41 | 74/558184 | 08AU1994 | 1992405 | 13AU1996 |
| | | | 42 | | | | |

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,

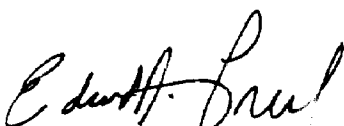
"HOUSTON VIDEO VENTURE, INC.", A FLORIDA CORPORATION,

"MAJOR VIDEO CORP.", A NEVADA CORPORATION,



2210588 8100M

981394744


Edward J. Freel, Secretary of State

AUTHENTICATION: 9351098

DATE: 10-13-98

TRADEMARK
REEL: 1832 FRAME: 0772

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.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8100M

DATE: 9351098

981394744

TRADEMARK
REEL: 1832 FRAME: 0773

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 |

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