

MIB 9-3-99

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

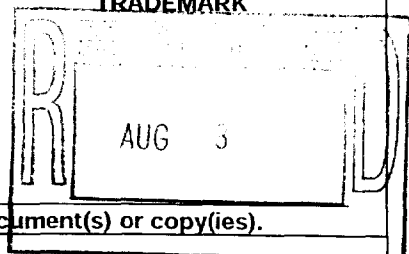
08-06-1999

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



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**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**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Change of Name
- Other

Effective Date  
Month Day Year  
9-28-98

**Conveying Party**

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year  
8/3/99

Formerly

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

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

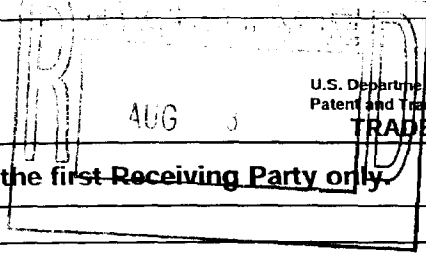
If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/05/1999 KTHA11 00000238 022833 2040925 FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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  
REEL: 001939 FRAME: 0817



**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)**

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

**Registration Number(s)**

<input type="text" value="2040925"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="993885"/>	<input type="text"/>	<input type="text"/>
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**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 Illion

Name of Person Signing

Sidelle Illion

Signature

8/3/1999

Date Signed

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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,

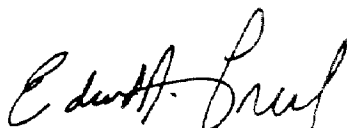
"BMHC INC.", A DELAWARE CORPORATION,

"EROL'S INC.", A DELAWARE CORPORATION,

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

"MAJOR VIDEO CORP.", A NEVADA CORPORATION,



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8100M

DATE: 9682280

991142261

04-TRADEMARK  
REEL: 001939 FRAME: 0819

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 "ABV 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*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9682280

2210588 8100M

991142261

04 - TRADE MARK  
REEL: 001939 FRAME: 0820

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  
UIV 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
UIV 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.**'

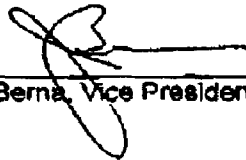
**FIFTH:** The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 1201 Elm Street, Dallas, Texas 75270.

**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 260,000 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