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



101316797

U.S. Department of Commerce
Patent and Trademark Office
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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 #
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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- 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.)

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Mail documents to be recorded with required cover sheet(s) information to:
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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="1557356"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

JESSE E. RINCONES
Name of Person Signing


Signature

3-2-00
Date Signed

FILED
In the Office of the
Secretary of State of Texas

SEP 06 1990

Corporations Section

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HASTINGS BOOKS & RECORDS, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation, to change its name and to increase its authorized shares:

ARTICLE ONE

The name of the corporation is HASTINGS BOOKS & RECORDS, INC.

ARTICLE TWO

Articles One and Four of the Articles of Incorporation are amended to read as follows:

"Article One: The name of the corporation is HASTINGS BOOKS, MUSIC & VIDEO, INC.

Article Four: The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares of common stock of the par value of \$.001 each."

ARTICLE THREE

These amendments were adopted by the shareholder on July 23, 1990, at which time there were 600 shares of the corporation outstanding and all were entitled to vote on the amendments.

ARTICLE FOUR

The holder of all of the shares outstanding and entitled to vote on the amendments has signed a consent in writing adopting the amendments.

Dated September 4 1996.

HASTINGS BOOKS & RECORDS, INC.

By: John H. Marmach
President

SPROUSE, SMITH & ROWLEY, P.C.

HARLOW SPROUSE
JERRY N. SMITH
MARTY LEVI ROWLEY
JOHN BEN BLANCHARD
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AND E-MAIL ADDRESS:

March 2, 2000

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Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Trademark Registration No. 1557356

Dear Commissioner:

Enclosed please find the following in regards to the recordation of the registration number referenced above:

1. Third Restated Articles of Incorporation with Amendment of Hastings Books, Music & Video, Inc. filed in the office of the Secretary of the State of Texas on September 4, 1996, whereby the name of the corporation was changed to Hastings Entertainment, Inc.;
2. Form PTO-1618A Recordation Form cover sheet;
3. A check in the amount of \$40.00 to cover the fee amount for Form PTO-1618.

Should you have any questions regarding the above, please feel free to call me.

Sincerely,

SPROUSE, SMITH & ROWLEY, P.C.



Jesse Rincones

JER/ms
Enclosures

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RECORDED: 03/06/2000

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