

10-10-2002



ATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

REMARKS ONLY

102246021

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

1. Name of conveying party(ies):
**Imagine Films Entertainment, Inc.
 and Universal City Studios, Inc.
 (joint registrants)** *10-7-02*

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

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

2. Name and address of receiving party(ies):
Imagine Films Entertainment LLC
 Name: _____
Universal City Studios LLC
 Internal Address: _____
 Street Address: **100 Universal City Plaza**
 City: **Universal City** State: **CA** ZIP: **91608**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **May 1, 2002**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **limited liability company**
 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 registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
1708350

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Anne B. Nielsen**
 Internal Address: **LRW - 6th Floor**
 Street Address: **100 Universal City Plaza**
 City: **Universal City** State: **CA** ZIP: **91608**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41):..... \$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0333
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Anne B. Nielsen _____ *Anne B. Nielsen* _____ **10/1/02**
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: **5**

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion

10/09/2002 TDIA21
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Mail documents to be recorded with required cover sheet information to:
**Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

OFFICE OF PUBLIC RECORDS
 2002 OCT 7 AM 11:20
 FINANCE SECTION

**CERTIFICATE OF CONVERSION
OF
IMAGINE FILMS ENTERTAINMENT, INC.
TO
IMAGINE FILMS ENTERTAINMENT LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 1, 2002, has been duly executed and is being filed by Imagine Films Entertainment, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Imagine Films Entertainment LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on November 12, 1985, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Imagine Films Entertainment, Inc. The name under which the Converting Corporation was originally incorporated was G-H Production Corporation.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Imagine Films Entertainment LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 05/01/2002
020276985 - 2075431

Signature Page to Certificate of Conversion to Limited Liability Company

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 1st day of May, 2002.

IMAGINE FILMS ENTERTAINMENT, INC.
(the "Converting Corporation"), a Delaware corporation

By: _____

Name: Sharon Garcia

Title: Corporate Secretary

**Certificate of Conversion of
Universal City Studios, Inc. to
Universal City Studios LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 1, 2002, has been duly executed and is being filed by Universal City Studios, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Universal City Studios LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 29, 1965, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Universal City Studios, Inc.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Universal City Studios LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.


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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/01/2002
020276950 - 0630910

Signature Page to Certificate of Conversion to Limited Liability Company

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 1st day of May, 2002.

UNIVERSAL CITY STUDIOS, INC. (the
"Converting Corporation"), a Delaware corporation

By: 
Name: Sharon Garcia
Title: *Corporate Secretary*

[818234.1]