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TRADEMARKS

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings

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

1. Name of conveying party(ies):
AHV HOLDING CORPORATION

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

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

2. Name and address of receiving party(ies)
Name: **BLOCKBUSTER INC.**
Internal Address: _____
Street Address: **1201 ELM STREET**
City: **DALLAS** State: **TX** Zip: **75270**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **OF DELAWARE**
 Other _____

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

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

Execution Date: **09/28/1998**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2175057

Additional number(s) attached Yes No

OPR/FINANCE
 JUN 26 AM 8:39

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **SIDELLE ILLION**
 Internal Address: **BLOCKBUSTER INC.**
 Street Address: **1201 ELM STREET**
 City: **DALLAS** State: **TX** Zip: **75270**

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:
022833
 (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.
SIDELLE ILLION *Sidelle Illion* **05/24/2004**

 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **7**

Mark documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002976 FRAME: 0887

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,

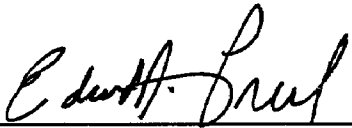
"HOUSTON VIDEO VENTURE, INC.", A FLORIDA CORPORATION,

"MAJOR VIDEO CORP.", A NEVADA CORPORATION,



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0130110

DATE: 12-09-99

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State of Delaware
Office of the Secretary of State

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"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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0130110

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12-09-99
TRADEMARK

REEL: 002976 FRAME: 0889

M.R.E. Enterprises, Inc. (FL)(2948881)
100% Raw Productions Inc. (DE)(2986760)
101 Properties Corp. (FL)(2948882)
Blockbuster Anschutz Holding Corporation (DE)(2329187)
Blockbuster Discovery Investment (Inc. (DE)(2332079)
Blockbuster Entertainment Inc. (DE)(2146371)
Blockbuster Family Fun, Inc. (DE)(2361630)
Blockbuster Park Holding Corporation (DE)(2336816)
Blockbuster Productions Corporation (DE)(2339488)
Blockbuster Promotions Inc (DE)(2464700)
Blockbuster Video International Corporation (DE)(2235079)
B.M.H.C. Inc. (DE)(2861898)
Erol's Inc. (DE)(2130351)
Houston Video Venture, Inc (FL)(2948883)
Major Video Corp. (NV)(2948884)
New River Entertainment Corporation (DE)(2349192)
VIV Acquisition Corporation (DE)(2346166)

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

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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