

MAD
3-11-99

03-16-1999



100983883

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
Effective Date
Month Day Year

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/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

03/15/1999 DMSUYEN 00000286 74187747

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
2850.00 OP

RL OK

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

TRADEMARK
REEL: 1867 FRAME: 0770

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" value="SEE ATTACHED"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

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.

Cathy Hampton

Name of Person Signing

Signature

3/8/99

Date Signed

US Trademark Applications/Registrations in the name of The Cartoon Network

APP. NO.	MARK	APP. DATE
74187747	JUMP RATTLE & ROLL WORD	07/23/91
74262885	CARTOON NETWORK DESIGN REP I	04/06/92
74263336	CARTOON NETWORK DESIGN	04/06/92
74458702	MOXY DESIGN	11/16/93
74475356	CARTOON NETWORK DESIGN REP I	01/03/94
74656551	JOHNNY BRAVO WORD	04/03/95
74733631	DEXTER'S LABORATORY WORD	09/25/95
75001639	SPACE GHOST WORD	10/04/95
75010225	A.M. MAYHEM WORD	10/25/95
75044452	BITS WORD	01/18/96
75059260	FIRST IN FAMILY RACING WORD	02/16/96
75114436	CARTOONNET WORD	06/05/96
75114716	GHOSTPLANET WORD	06/05/96
75114717	SPACEGHOST WORD	06/05/96
75114718	CARTOONWORLD WORD	06/05/96
75115117	CARTOONPLANET WORD	06/05/96
75123057	CARTOON NETWORK DESIGN REP I	06/21/96
75123200	CARTOON NETWORK WACKY RACING WORD	06/21/96
75123201	CARTOON NETWORK WACKY RACING WORD	06/21/96
75123225	CARTOON NETWORK AND DESIGN	06/21/96
75123534	CARTOON NETWORK AND DESIGN	06/21/96
75123536	CARTOON NETWORK AND DESIGN	06/21/96
75123659	CARTOON NETWORK AND DESIGN	06/21/96
75161102	TOONOPOLIS WORD	09/05/96
75161398	TOONOPOLIS WORD	09/05/96
75208880	DIVE-IN THEATER WORD	12/05/96
75208883	COOL TOONS MOBILE WORD	12/05/96
75234113	MATOONAYS WORD	01/31/97
75240192	ANIMATE YOUR WORLD WORD	02/10/97
75240193	ANIMATE YOUR WORLD WORD	02/10/97
75337737	CARTOON NETWORK AND DESIGN	08/08/97
75378674	WHAT A CARTOON! WORD	10/24/97
75387500	WE ARE CARTOONS WORD	11/10/97
75387501	WEB HOSTED DAYS WORD	11/10/97
75388003	CARTOON NETWORK GAME SHOW WORD	11/10/97
75391936	CAMP WATCHATOONIE WORD	11/18/97
75392395	CAMP WATCHATOONIE WORD	11/18/97
75393517	CAMP WATCHATOONIE WORD	11/20/97
75393586	CAMP WATCHATOONIE WORD	11/20/97
75393587	CAMP WATCHATOONIE WORD	11/20/97
75393588	CAMP WATCHATOONIE WORD	11/20/97
75393590	CAMP WATCHATOONIE WORD	11/20/97
75393653	CAMP WATCHATOONIE WORD	11/20/97
75395251	GET TOONED WORD	11/24/97

US Trademark Applications/Registrations in the name of The Cartoon Network

APP. NO.	MARK	APP. DATE
75395357	GET TOONED WORD	11/24/97
75396317	CARTOON GANG WORD	11/25/97
75401109	ED, EDD AND EDDY WORD	12/05/97
75403275	POWERPUFF GIRLS WORD	12/10/97
75410940	SMALL WORLD WORD	12/24/97
75419122	CARTOON CARTOON WORD	01/16/98
75419123	ACME HOUR WORD	01/16/98
75429745	ED, EDD AND EDDY WORD	02/06/98
75430003	ED, EDD AND EDDY WORD	02/06/98
75430005	ED, EDD AND EDDY WORD	02/06/98
75430009	ED, EDD AND EDDY WORD	02/06/98
75431666	POWERPUFF GIRLS WORD	02/10/98
75431776	POWERPUFF GIRLS WORD	02/10/98
75431777	POWERPUFF GIRLS WORD	02/10/98
75431982	POWERPUFF GIRLS WORD	02/10/98
75432970	SMELLY TELLY WORD	02/12/98
75433133	CARTOON NETWORK WORD	02/12/98
75433184	CARTOON NETWORK WORD	02/12/98
7437735	COW AND CHICKEN WORD	02/20/98
75447356	MONSTER TOY DUMP WORD	03/04/98
75447634	BIG FRIDGE WORD	03/10/98
75481364	TOONOMIC WORD	05/07/98
75485612	MIKE, LOU AND OG WORD	05/15/98
75485638	MIKE, LOU AND OG WORD	05/15/98
75485929	MIKE, LOU AND OG WORD	05/15/98
75485934	MIKE, LOU AND OG WORD	05/15/98
75485938	MIKE, LOU AND OG WORD	05/15/98
75495804	ZORAK WORD	06/04/98
75495843	ZORAK WORD	06/04/98
75495938	MOLTAR WORD	06/04/98
75495940	MOLTAR WORD	06/04/98
75495941	BRAK WORD	06/04/98
75495942	BRAK WORD	06/04/98
75495943	MOLTAR WORD	06/04/98
75495944	ZORAK WORD	06/04/98
75496198	BRAK WORD	06/04/98
75496893	BRAK WORD	06/05/98
75496894	BRAK WORD	06/05/98
75496895	MOLTAR WORD	06/05/98
75496987	ZORAK WORD	06/05/98
75496988	MOLTAR WORD	06/05/98
75496989	ZORAK WORD	06/05/98
75503202	DEXTER'S LABORATORY WORD	06/16/98
75503223	DEXTER'S LABORATORY WORD	06/16/98

US Trademark Applications/Registrations in the name of The Cartoon Network

APP. NO.	MARK	APP. DATE
75503238	DEXTER'S LABORATORY WORD	06/16/98
75503240	DEXTER'S LABORATORY WORD	06/16/98
75503511	DEXTER'S LABORATORY WORD	06/16/98
75590802	THE POWERPUFF GIRLS & DESIGN	11/18/98
75590803	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591287	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591409	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591410	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591440	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591441	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591444	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591446	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591447	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591448	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591449	THE POWERPUFF GIRLS & DESIGN	11/18/98
75591473	THE POWERPUFF GIRLS & DESIGN	11/18/98
75593097	THE POWERPUFF GIRLS & DESIGN	11/18/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98
NOT ASSIGNED	ED, EDD N EDDY & DESIGN	12/29/98

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983640902
CONTROL NUMBER: 9203884
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/30/1998
FORM NUMBER : 411

ALSTON & BIRD, LLP
MARGARET J. BERRIDGE
ONE ATLANTIC CENTER
1201 WEST PEACHTREE ST.
ATLANTA, GEORGIA 30309-3424

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

CARTOON, LLC, a Delaware limited liability company

Nonsurviving Entity/Entities:

THE CARTOON NETWORK, INC., a Georgia corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK
REEL: 1867 FRAME: 0775

**CERTIFICATE OF MERGER
OF
THE CARTOON NETWORK, INC.
(a Georgia corporation)
WITH AND INTO
CARTOON, LLC
(a Delaware limited liability company)**

Pursuant to the provisions of Sections 14-2-1105 and 14-2-1109 of the Georgia Business Corporation Code, as amended (the "Code"), Cartoon, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC"), hereby executes the following Certificate of Merger:

1. LLC is a limited liability company organized and existing under the laws of the State of Delaware. The Cartoon Network, Inc. ("INC") is a corporation organized and existing under the laws of the State of Georgia.

2. Pursuant to an Agreement and Plan of Merger and Reorganization (the "Plan of Reorganization"), dated as of December 30, 1998, INC will merge (the "Merger") with and into LLC and LLC will be the surviving entity (the "Surviving Entity") in the Merger.

3. The Certificate of Formation and Operating Agreement of LLC immediately prior to the Merger shall be the Certificate of Formation and Operating Agreement of the Surviving Entity.

3. The executed Plan of Reorganization is on file at the Surviving Entity's principal place of business located at 1050 Techwood Drive, Atlanta, Georgia 30318.

4. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any shareholder of any corporation that is a party to the merger and to any member of LLC.

5. The Plan of Reorganization was duly authorized and approved by the shareholders of INC and by the board of managers of LLC in accordance with its governing documents and applicable law.

6. The Merger shall be effective as of 11:30 P.M. on December 31, 1998.

7. A request for publication of a notice of filing the Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Code.

IN WITNESS WHEREOF, LLC has caused this Certificate of Merger to be executed in its name by a duly authorized person as of the 30th day of December, 1998.

CARTOON, LLC

By: _____



Name: Wayne Goodman

Its: Authorized Officer

DEC 30 1998

RECORDS SECTION

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:

"THE CARTOON NETWORK, INC.", A GEORGIA CORPORATION,
WITH AND INTO "CARTOON, LLC" UNDER THE NAME OF "CARTOON, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100M

981508333

AUTHENTICATION: 9496597

DATE: 12-30-98

TRADEMARK
REEL: 1867 FRAME: 0778

**CERTIFICATE OF MERGER
OF
THE CARTOON NETWORK, INC.
(a Georgia corporation)
WITH AND INTO
CARTOON, LLC
(a Delaware limited liability company)**

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), Cartoon, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC"), hereby executes the following Certificate of Merger:

1. LLC is a limited liability company organized and existing under the laws of the State of Delaware. The Cartoon Network, Inc. ("INC") is a corporation organized and existing under the laws of the State of Georgia.

2. An Agreement and Plan of Merger and Reorganization ("Plan of Reorganization"), dated as of December 30, 1998, setting forth the terms and conditions of the merger of INC with and into LLC (the "Merger"), has been approved and executed by each domestic limited liability company or other business entity which is a constituent entity.

3. The surviving entity in the Merger shall be LLC (the "Surviving Entity").

4. The Merger shall become effective as of 11:30 P.M. on December 31, 1998.

5. An executed copy of the Plan of Reorganization is on file at the Surviving Entity's place of business at the following address:

Cartoon, LLC
1050 Techwood Drive
Atlanta, Georgia 30318

6. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 30th day of December, 1998, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the Surviving Entity.

CARTOON, LLC

By:



Name: Wayne Goodman

Its: Authorized Officer

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY TO A DELAWARE LIMITED PARTNERSHIP OF "CARTOON, LLC", CHANGING ITS NAME FROM "CARTOON, LLC" TO "THE CARTOON NETWORK, LP" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100V

981508336

AUTHENTICATION: 9497106

DATE: 12-30-98

TRADEMARK
REEL: 1867 FRAME: 0781


**CERTIFICATE OF CONVERSION TO
LIMITED PARTNERSHIP OF
CARTOON, LLC TO THE CARTOON NETWORK, LP**

This Certificate of Conversion to Limited Partnership, dated as of December 30, 1998, has been duly executed and is being filed by Turner Entertainment Networks, Inc., a Georgia corporation, as sole general partner, to convert Cartoon, LLC, a Delaware limited liability company (the "Other Entity"), to a Delaware limited partnership, the name of which is The Cartoon Network, LP (the "Limited Partnership"), under the Delaware Revised Uniform Limited Partnership Act.

1. The Other Entity was first formed on December 28, 1998. The jurisdiction of the Other Entity at the time it was first formed was Delaware.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was Cartoon, LLC.
3. The name of the Limited Partnership as set forth in its Certificate of Limited Partnership is The Cartoon Network, LP.
4. The conversion of the Other Entity to the Limited Partnership shall be effective on December 31, 1998 at 11:55 P.M.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Partnership as the date first-above written.

Turner Entertainment Networks, Inc.,
as sole General Partner

By: 
Name Wayne Goodman
Its Authorized Officer

State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "THE CARTOON NETWORK, LP" FILED IN THIS OFFICE ON THE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2985288 8100V

DATE: 9497106

981508336

TRADEMARK
12 30 98
REEL: 1867 FRAME: 0783

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE CARTOON NETWORK, LP**

This Certificate of Limited Partnership of The Cartoon Network, LP (the "Partnership"), dated as of December 30, 1998, is being duly executed and filed by Turner Entertainment Networks, Inc., a Georgia corporation, as sole general partner, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act.

1. The name of the limited partnership formed hereby is The Cartoon Network, LP

2. This Certificate of Limited Partnership shall be effective as of 11:55 P.M. on December 31, 1998

3. The address of the registered office of the Partnership in the State of Delaware is c/o Griffin Corporate Services, 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.

4. The name and address of the registered agent for service of process on the Partnership in the State of Delaware are Griffin Corporate Services, 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801

5. The name and the business address of the sole general partner of the Partnership are Turner Entertainment Networks, Inc., 1050 Techwood Drive, Atlanta, Georgia 30318.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first-above written.

Turner Entertainment Networks, Inc.,
as sole General Partner

By


Name Wayne Goodman

Its: Authorized Officer ---

Office of the Secretary of State

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 LIMITED LIABILITY LIMITED PARTNERSHIP OF "THE CARTOON NETWORK, LP", CHANGING ITS NAME FROM "THE CARTOON NETWORK, LP" TO "THE CARTOON NETWORK LP, LLLP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100

991000553

AUTHENTICATION: 9504702

DATE: 01-05-99

TRADEMARK
REEL: 1867 FRAME: 0785

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 LIMITED LIABILITY LIMITED PARTNERSHIP OF "CARTOON, LLC", CHANGING ITS NAME FROM "THE CARTOON NETWORK, LP" TO "THE CARTOON NETWORK, LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100

991000553

AUTHENTICATION: 9504702

DATE: 01-05-99

TRADEMARK
REEL: 1867 FRAME: 0786

**APPLICATION FOR REGISTRATION AS A
REGISTERED LIMITED LIABILITY LIMITED PARTNERSHIP OF
THE CARTOON NETWORK LP, LLLP**

1. The name of the registered limited liability limited partnership is The Cartoon Network LP, LLLP (the "Partnership").
2. The address of the registered office of the Partnership in the State of Delaware is c/o Griffin Corporate Services, Inc., 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.
3. The name and address of the registered agent for service of process on the Partnership in the State of Delaware are Griffin Corporate Services, Inc., 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.
4. The number of partners in the Partnership is two (2); one (1) general partner and one (1) limited partner.
5. The Partnership is engaged in the business of the production of entertainment programming, including a 24-hour television network of animation and cartoon programming, and all activities ancillary to such production, such as marketing and promotion.
6. The Partnership hereby applies for status as a registered limited liability limited partnership effective as of 11:57 P.M. on December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Application for Registration as a Registered Limited Liability Limited Partnership as of the 30th day of December, 1998.

Turner Entertainment Networks, Inc.,
as sole General Partner

By: Wayne Goodman
Name: Wayne Goodman
Title: Authorized Officer

ATLD1/10408269v1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1998
991000553 - 2985288

5 7868

Jan 5 1999 4:13PM