

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

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

**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 Effective Date
Month Day Year
3 30 99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **MALIBU COMICS ENTERTAINMENT, INC**

3 25 99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name **MARVEL CHARACTERS, INC.**

DBA/AK/A

Composed of _____

Address (line 1) **10390 SANTA MONICA BLVD. SUITE 220**

Address (line 2) _____

Address (line 3) **LOS ANGELES**
City

CALIFORNIA
State/Country

90025
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 **DELAWARE**

FOR OFFICE USE ONLY

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: 2012 FRAME: 0937

FORM PTO-1618B
Expires 06/30/99
OMB 0851-0027

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

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="2102330"/>	<input type="text" value="1867609"/>	<input type="text" value="1854173"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1848197"/>	<input type="text" value="1867624"/>	<input type="text" value="1865267"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1870543"/>	<input type="text" value="2012158"/>	<input type="text" value="1879199"/>

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.

CAROL G. PLATT

Name of Person Signing

Signature

3/21/2000

Date Signed

FORM PTO-1618C
Expires 06/30/99
OMB 0681-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name MALIBU COMICS ENTERTAINMENT, INC.

3 25 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name MARVEL CHARACTERS, INC.

DBA/AKA/TA

Composed of

Address (line 1) 10390 SANTA MONICA BLVD. SUITE 220

Address (line 2)

Address (line 3) LOS ANGELES CALIFORNIA 90025
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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

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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)

1874658	1833324	1854168
1870513	1828877	1877157
1899802	1866294	2070701
1842365	1842371	2084203
1963723	1869558	1866349
1878629	1870514	1869515
1872623	1854169	1867611

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RECORDATION FORM COVER SHEET
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

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Execution Date
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Trademark Application Number(s)

Registration Number(s)

1868903	1849256	1877149
1994491	1854170	1854171
1805287	2070294	1929747
1832189	2046201	1865266
2020766	1823729	2076005
1828876	1859159	1828248
1832188	1834616	1832195

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
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Conveying Party
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Execution Date
Month Day Year

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3 25 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization CALIFORNIA

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name MARVEL CHARACTERS, INC.

DBA/AKA

Composed of

Address (line 1) 10390 SANTA MONICA BLVD. SUITE 220

Address (line 2)

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City State/Country Zip Code

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Trademark Application Number(s)

Registration Number(s)

1849882	1858163	1863194
1854632	1877150	1877148
2032542	1812921	2059551
1896037	1829404	2070130
1842932	1855168	1854184
1854172		

State of Delaware

Office of the Secretary of State PAGE 1

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN 18 1999

STEE JONES, 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 MERGER, WHICH MERGES:

"MALIBU COMICS ENTERTAINMENT, INC.", A CALIFORNIA
CORPORATION,

WITH AND INTO "MARVEL CHARACTERS, INC." UNDER THE NAME OF
"MARVEL CHARACTERS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 9
O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



E. J. Freel

Edward J. Freel, Secretary of State

2522915 8100M

991125014

AUTHENTICATION: 9660949

DATE: 03-30-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/30/1999
091125014 - 2522915

CERTIFICATE OF MERGER
OF
MALIBU COMICS ENTERTAINMENT, INC.
AND
MARVEL CHARACTERS, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Malibu Comics Entertainment, Inc., which is incorporated under the laws of the State of California ("Malibu"); and
- (ii) Marvel Characters, Inc., which is incorporated under the laws of the State of Delaware ("Marvel").

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by Malibu in accordance with the laws of the State of California and by Marvel in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is "Marvel Characters, Inc.", which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The certificate of incorporation of Marvel, as now in full force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

818239.2

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Marvel Enterprises, Inc.
357 Park Avenue South
New York, New York 10016

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Malibu consists of 20,000,000 shares of common stock, no par value. The issued and outstanding capital stock of Malibu consists of 14,329,000 shares of common stock, no par value. All of the issued and outstanding capital stock of Malibu is held exclusively by Marvel Entertainment Group, Inc., a Delaware corporation.

AUG 04 '99 03:46PM BATTLE FOWLER

P.6/7

Executed on this 25th day of March, 1999.

MALIBU COMICS ENTERTAINMENT, INC.

By: 
 Name: Eric Ellerbogen
 Title: President

By: 
 Name: William H. Hardie, III
 Title: Vice President and Secretary

Executed on this 25th day of March, 1999.

MARVEL CHARACTERS, INC.

By: 
 Name: William H. Hardie, III
 Title: Vice President and Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
OF
MALIBU COMICS ENTERTAINMENT, INC.

The undersigned, Eric Ellenbogen and William H. Hardie, III, hereby certify that:

1. We are the President and Secretary of Malibu Comics Entertainment, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 14,329,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: April 30, 1999


Eric Ellenbogen, President


William H. Hardie, III, Secretary

TRADEMARK REGISTRATIONS IN THE NAME OF
MALIBU COMICS ENTERTAINMENT, INC.

MARK	CLASS	REG. NO.	REG. DATE
ANGELS OF DESTRUCTION	16	2102330	09/30/1997
ATOM BOB	16	1848197	08/02/1994
BLIND FAITH	16	1870543	12/27/1994
BLOODBATH	16	1867609	12/13/1994
BLOODSTORM	16	1867624	12/13/1994
BOMBADIER	16	2012158	10/29/1996
BOOM BOY	16	1854173	09/13/1994
CAT & MOUSE	16	1865267	11/29/1994
CHOICE	16	1879199	02/14/1995
DARKWAVE	16	1874658	01/17/1995
DEAD CLOWN	16	1833324	04/26/1994
DEATH DANCE	16	1854168	09/13/1994
DEATHWISH	16	1870513	12/27/1994
EXILES	16	1828877	03/29/1994
EXILES (Stylized)	16	1877157	01/31/1995
FIREARM	16	1899802	06/13/1995
FIREARM	9	1866294	12/06/1994
FOXFIRE	16	2070701	06/10/1997
FREEX	16	1842365	06/28/1994
GENESIS	16	1842371	06/28/1994
HARDCASE	28	2084203	07/29/1997

INTERACTIVE COMICS & DESIGN	16	1963723	03/26/1996
JUMP ON NOW!	16	1869558	12/27/1994
LAVA	16	1866349	12/06/1994
M & DESIGN	16	1878629	02/14/1995
MALIBU	16	1870514	12/27/1994
MALIBU & Design	16	1869515	12/27/1994
MALIBU & Design	28	1872623	01/10/1995
MEATHOOK	16	1854169	09/13/1994
MUSIC FOR YOUR EYES	16	1867611	12/13/1994
MUSIC FOR YOUR EYES	25	1868903	12/20/1994
NM-E	16	1849256	08/09/1994
NOTCH	16	1877149	01/31/1995
P (Stylized)	25	1994491	08/20/1996
PLUG	16	1854170	09/13/1994
PRESSURE	16	1854171	09/13/1994
PRIME	16	1805287	11/16/1993
PRIME	28	2070294	06/10/1997
PRIME ULTRAVERSE (Stylized)	25	1929747	10/24/1995
PROTOTYPE	16	1832189	04/19/1994
PROTOTYPE	28	2046201	03/18/1997
RANGER	16	1865266	11/29/1994
RJPFJRF	16	2020766	12/03/1996
RUNE	16	1823729	02/22/1994

SIREN	16	2076005	07/01/1997
SLUDGE	16	1828876	03/29/1994
SOLITAIRE	16	1859159	10/18/1994
THE MALIBU SUN	16	1828248	03/29/1994
THE NIGHT MAN	16	1832188	04/19/1994
THE SOLUTION	16	1834616	05/03/1994
THE STRANGERS	16	1832195	04/19/1994
THE STRANGERS (Stylized)	16	1849882	08/16/1994
THRESHER	16	1858163	10/11/1994
TYRANNOSAUR	16	1863194	11/15/1994
ULTRA LIMITED	16	1854632	09/20/1994
ULTRA MONTHLY	16	1877150	01/31/1995
ULTRAFORCE	16	1877148	01/31/1995
ULTRAFORCE	28	2032542	01/21/1997
ULTRAVERSE	16	1812921	12/21/1993
ULTRAVERSE	25	2059551	05/06/1997
ULTRAVERSE	9	1896037	05/30/1995
ULTRAVERSE (Stylized)	16	1829404	04/05/1994
ULTRAVERSE (Stylized)	25	2070130	06/10/1997
Ultraverse Logo	16	1842932	07/05/1994
WARSTRIKE	16	1855168	09/20/1994
WRATH	16	1854184	08/13/1994
ZIP-ZAP	16	1854172	09/13/1994