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12-20-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #58

05-10-2001



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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent & Trademark Office

12-20-00

Original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
Florence Arts, Inc.

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

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

2. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: December 18, 2000

3. Name and address of receiving party(ies):

Name: Next Dimension Studios, Inc.
Internal Address:
Street Address: 2552 American Court
City: Erlanger State: KY Zip: 41017

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

4. Application number(s) or trademark number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) 1,876,586
and 1,889,837
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gregory J. Lunn, Esquire
Internal Address:
WOOD, HERRON & EVANS, L.L.P.
2700 Carew Tower
Cincinnati, OH 45202-2917
Street Address: 441 Vine Street
City: Cincinnati State: OH Zip: 45202-2917

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41):\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 23-3000

(Attach duplicate copy of this page if paying by deposit account)

12/29/2000 610N11 00000338 1876586

01 FC 481

40.00 DP

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.

Gregory J. Lunn
Reg. No. 29,945

Signature

12/18/00
Date

Total number of pages comprising cover sheet, attachments, and document(s): 3

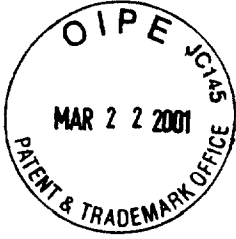
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05/09/2001
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002292 FRAME: 0087



The State of Ohio



Bob Taft

Secretary of State

904025

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER MIS

of:

NEXT DIMENSION STUDIOS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6149 at Frame 0511 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 21ST day of JAN ,

A.D. 19 98 .



Bob Taft

Bob Taft
Secretary of State

TRADEMARK
REEL: 002292 FRAME: 0088



06149-0511

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

904025
Approved SRV
Date 1-21-98
Fee \$50
98012239501

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and limited liability partnerships, desiring to effect a merger, set forth the following facts: **RECEIVED**

I. SURVIVING ENTITY

JAN 21 1998

A. The name of the entity surviving the merger is:

BOB TAFT
SECRETARY OF STATE

Next Dimension Studios, Inc.

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>Florence Arts, Inc.</u>	<u>Kentucky</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>James B. Harrison</u>	<u>WOOD & LAMPING, L.L.P.</u> <u>600 Vine Street, Suite 2500</u> (street and number) <u>Cincinnati, OH 45202-2409</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
Eric J. Moore	2923 Annwood Street
	<small>(complete street address)</small>
	Cincinnati, OH 45206
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

_____ (name) _____ (street and number)

_____, Ohio _____ (city, village or township) _____ (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**
 (If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
month day year
 under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Next Dimension Studios, Inc.

Florence Arts, Inc.

exact name of entity

exact name of entity

By: [Signature]
Its: President

By: [Signature]
Its: President

Date: 1/16/98

Date: 1/16/98

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)