



ZIFF-DAVIS
a **SOFTBANK**
company
www.zd.com

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5-28-99

06-18-1999



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Handwritten: D

28 East 28th Street
New York, NY 10016
Tel: 212-503-3500
Fax: 212-503-3581
Legal Department



May 27, 1999
Via Express Mail: EL 103 618 625 US

05-28-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #51

RECORDATION FORM COVER SHEET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordal of Change of Name
From: Ziff-Davis Publishing Company
To: Ziff-Davis, Inc

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
Ziff-Davis Publishing Company (a Delaware Corporation);
2. Name and address of receiving party(ies):
Ziff-Davis Inc. (a Delaware Corporation);
One Park Avenue
New York, NY 10016
3. Nature of conveyance: Change of Name
Date of execution of Amendment: March 31, 1997
Effective date of Name Change: April 7, 1997
4. Trademark application/registration numbers:
E. Please see attached Schedule A (applications)
F. Please see attached Schedule B (registrations)
5. Please address all correspondence in this matter to:
Andrea Van Kampen, Esq.
ZD Inc.
28 East 28th St.
New York, NY 10016-7930
(212) 503-3571

06/17/1999 DNGUYEN 00000182 260234 74512220
 01 FC:481 40.00 CH
 02 FC:482 75.00 CH

TRADEMARK
REEL: 001915 FRAME: 0632

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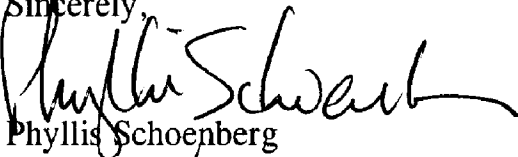
6. Total number of applications and registrations involved: 4 (3 registrations and 1 application).

7. Total fee: \$115.00.

The Commissioner is authorized to charge any additional fee which may be required to deposit account No. 26-0235, in the name of Ziff-Davis Inc.

8. 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.

Sincerely,



Phyllis Schoenberg
Trademark Manager

May 28 1999

Total number of pages comprising cover sheet: 4

Schedule A – U.S. Trademark Applications (Item 4A from Cover Sheet)

**Change of Name from Ziff-Davis Publishing Company
To Ziff-Davis Inc.**

<u>MARK</u>	<u>CLASS(ES)</u>	<u>SERIAL NO.</u>	<u>FILED</u>
SCOREVIEW	9	74/512220	April 6, 1994

Schedule B – 3 U.S. Trademark Registrations (Item 4B from Cover Sheet)

Change of Name from Ziff-Davis Publishing Company to Ziff-Davis Inc.

<u>MARK</u>	<u>CLASS(ES)</u>	<u>APP. NO.</u>	<u>REG. NO.</u>	<u>ISSUED</u>
COMPUTER INTELLIGENCE	9	74/344928	1,943,330	12/26/95
MICROSYSTEMS FORUM	35	74/364485	1,914,359	8/22/95
MICROSYSTEMS FORUM	41	74/364496	1,919,096	9/12/95

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ZIFF-DAVIS PUBLISHING COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ZIFF-DAVIS INC.", THE SEVENTH DAY OF APRIL, A.D. 1997, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: TRADEMARK
REEL: 001915 FRAME: 0636

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ZIFF-DAVIS PUBLISHING COMPANY

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Ziff-Davis Publishing Company, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

(1) That the Corporation's Board of Directors, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that it is advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended to delete ARTICLE FIRST thereof so that , as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Ziff-Davis Inc.";

(2) That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware;

(3) That the foregoing amendment of the Certificate of Incorporation of the Corporation was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed and acknowledged by its duly authorized officers this 31st day of March, 1997.

ZIFF-DAVIS PUBLISHING COMPANY

By: Timothy C. O'Brien
Timothy C. O'Brien
Vice President

ATTEST:

J. Malcolm Morris
J. Malcolm Morris
Secretary

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