



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

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

11-11-1999

Legal Department



101161659

November 11, 1999

Via Facsimile: (703)308-7124

RECORDATION FORM COVER SHEET - TRADEMARKS

11-11-99

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231
Attn: Rhonda Nicol

Re: Recordal of Change of Name
From: Ziff-Davis TV Inc.
To: ZD Television Productions, Inc.

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
Ziff-Davis TV Inc., a Delaware Corporation;
2. Name and address of receiving party(ies):
ZD Television Productions, Inc., a Delaware Corporation;
650 Townsend Street
San Francisco, California 94103
3. Nature of conveyance: Change of Name
Date of execution: July 30, 1997
4. Trademark application numbers:
A. Please see attached Schedule A
5. Please address all correspondence in this matter to:
Andrea Van Kampen, Esq.
ZD Inc.
28 East 28th Street
New York, NY 10016
(212) 503-3571

Change 165
NO SPEC
Fee

Page 2

Re: Recordal of Change of Name
From: Ziff-Davis TV Inc.
To: ZD Television Productions, Inc.

6. Total number of applications involved: 6
7. Total fee enclosed: \$165.00.
Please charge our deposit account No. 26-0235 the sum of \$165.00 to cover the fee for Recordal of Change of Name. Please charge any deficiency or credit any overcharge to said Deposit Account.
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,



Andrea Van Kampen
November 11, 1999

Total number of pages comprising cover sheet: 3

CERTIFICATE OF FACSIMILE TRANSMISSION

FACSIMILE NUMBER: (703)308-7124 – Assignment Branch

I CERTIFY THAT THIS CORRESPONDENCE IS BEING SENT BY FACSIMILE TRANSMISSION VIA THE ABOVE FACSIMILE NUMBER TO: HON. COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, D.C. 20231, ATTN: RHONDA NICOL on November 11, 1999.

Signature: 
Marilyn F. Kelly

TRADEMARK

REEL: 001958 FRAME: 0277

SCHEDULE "A"**SCHEDULE OF U.S. TRADEMARK APPLICATIONS**

Change of Name from Ziff-Davis TV Inc. to ZD Television Productions, Inc.

Mark	Class	Serial No.	Filed
21ST CENTURY HOME	41	75/304570	6/ 6/1997
21ST CENTURY HOME	42	75/304568	6/ 6/1997
THE SITE	41	75/098263	5/ 3/1996
THE SITE	42	75/114543	6/ 5/1996
THE SITE	9, 16	75/098261	5/ 3/1996
THE SITE AND LOGO	16	75/194275	11/6/1996

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 AMENDMENT OF "ZIFF-DAVIS TV INC.", CHANGING ITS NAME FROM "ZIFF-DAVIS TV INC." TO "ZD TELEVISION PRODUCTIONS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1997, AT 12:30 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2629181 8100

971253970

AUTHENTICATION: 8583537

DATE: 07-30-97

TRADEMARK

REEL: 001958 FRAME: 0279

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ZIFF-DAVIS TV INC.

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

Ziff-Davis TV Inc., 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 ZD Television Productions, Inc."

(2) That in lieu of a meeting and vote of stockholders, the stockholders have give 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

7-30-1997 12:10

acknowledged by its duly authorized officers this 30th day
of July 1997.

ZIFF-DAVIS TV INC.

By: J. Malcolm Morris
J. Malcolm Morris
Vice President

ATTEST:

Lauren B. Bonfield
Lauren B. Bonfield
Assistant Secretary

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UNANIMOUS CONSENT IN LIEU
OF FIRST MEETING OF THE
BOARD OF DIRECTORS OF
ZIFF-DAVIS TV INC.

The undersigned, being all of the directors of Ziff-Davis TV Inc., a Delaware corporation (the "Corporation"), do hereby consent to the adoption of and hereby adopt the following resolutions and direct that this consent be filed with the minutes of the proceedings of the Board of Directors:

Organization

RESOLVED, that until otherwise determined by resolution of the Board of Directors, the number of members of the Board of Directors shall be three.

RESOLVED, that the following persons are hereby elected to hold the offices of the Corporation set forth opposite their names until their respective successors are elected and qualified or until their earlier resignation or removal:

Eric Hippeau	Chairman
Jeffrey Ballowe	President
Richard Fisher	Vice President
Timothy C. O'Brien	Vice President and Chief Financial Officer
Tom Thompson	Vice President
Thomas Wright	Treasurer
Louis DeMarco	Assistant Treasurer, Director of Taxes
J. Malcolm Morris	Vice President and Secretary
Lauren B. Bonfield	Assistant Secretary

RESOLVED, that until otherwise determined by the Board of Directors the fiscal year of the Corporation shall be the period of twelve calendar months ending on December 31 in each year.

RESOLVED, that the accounting firm of Price Waterhouse is hereby appointed as auditors for the Corporation.

RESOLVED, that the form of certificate for the Corporation's Common Stock, par value \$1.00 per share, attached to this consent as Annex A, is hereby adopted as the certificate to represent fully paid and non-assessable shares of Common Stock of the Corporation.

RESOLVED, that Chemical Bank is hereby appointed as depositary for the funds of the Corporation, and that the forms of resolutions supplied by such bank and attached hereto as Annex B are hereby adopted and approved.

RESOLVED, that for the purpose of authorizing the Corporation to do business under the laws of any state in which it is necessary or convenient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized in the name and on behalf of the Corporation to take such action as may be necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in any such state and in connection therewith to appoint and substitute all necessary agents or attorneys for service of process, to designate or change the location of all necessary statutory offices, and to execute deliver, file or cause to be published any necessary applications, consents to service of process, powers of attorney and other instruments as may be required by any of such laws.

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to procure all corporate books, books of account and stock books which may be required by the laws of Delaware or of any State in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED, that the Treasurer of the Corporation is hereby authorized to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursement therefor.

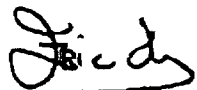
RESOLVED, that the Corporation is hereby authorized to issue and sell 100 shares of Common Stock, par value \$1.00 per share, of the Corporation to


MAC Holdings (America) Inc., a Delaware corporation,
for the purchase price of \$1.00 per share.

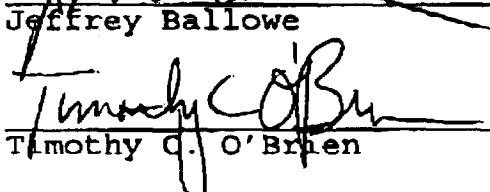
RESOLVED, that the President and Secretary are
hereby authorized to execute and deliver to the
foregoing subscriber or its nominee a certificate
representing 100 fully paid and nonassessable shares of
Common Stock of the Corporation against receipt of such
consideration.

RESOLVED, that the proper officers of the
Corporation hereby are authorized and directed to do
and perform such acts and things and to sign such
documents and certificates and to take all such other
action as they or any of them may deem necessary or
advisable to accomplish the purposes and intent of the
foregoing resolutions.

IN WITNESS WHEREOF, we have signed this consent as
of this 31st day of May, 1996.



Eric Hippeau


Jeffrey Ballowe


Timothy C. O'Brien