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

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

Legal Department

11-18-1999

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101166001

November 18, 1999
Via Facsimile: (703)308-7124

RECORDATION FORM COVER SHEET - TRADEMARKS

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

Re: Recordal of Change of Name
       From: Ziff-Davis Inc.
       To: ZD Inc.

Sir:

       Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
       Ziff-Davis Inc., a Delaware Corporation;

2. Name and address of receiving party(ies):
       ZD Inc., a Delaware Corporation;
       28 East 28th Street
       New York, New York 10016-7930

3. Nature of conveyance: Change of Name
   Date of execution: May 1, 1998

4. Trademark application number:
       Serial No. 74/632826 (ZD TV in Classes 38 & 41)

5. Please address all correspondence in this matter to:
       Andrea Van Kampen, Esq.
       ZD Inc.
       28 East 28th Street
       New York, NY 10016-7930
       (212) 503-3571

chg 40

TRADEMARK
REEL: 001959 FRAME: 0149

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Re: Recordal of Change of Name
        From: Ziff-Davis Inc.
        To: ZD Inc.

6. Total number of applications and registrations involved: 1

7. Total fee enclosed: $40.00.
    Please charge our deposit account No. 26-0235 the sum of $40.00 to cover the fee for
    Recordal of Change of Name against one (1) trademark application. 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

Andrea Van Kampen
November 18, 1999

Total number of pages comprising cover sheet: 2

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 18, 1999.

Signature: *Phyllis Schoenberg*
            Phyllis Schoenberg

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 INC.",

CHANGING ITS NAME FROM "ZIFF-DAVIS INC." TO "ZD INC.", FILED IN

THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1998, AT 12:30 O'CLOCK

P.M.

Edward J. Freel, Secretary of State

2447264 8100

981175970

AUTHENTICATION: 9068798

DATE: 05-07-98

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

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

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

FIRST. The Board of Directors of the Corporation
duly adopted a resolution setting forth and declaring
advisable the amendment of Article First of the certificate
of incorporation of the Corporation so that, as amended,
said Article shall read as follows:

"FIRST: The name of the Corporation is ZD Inc."

SECOND. In lieu of a vote of stockholders,
written consent to the foregoing amendment has been given by
the holder of all of the outstanding stock entitled to vote
thereon in accordance with the provisions of Section 228 of
the General Corporation Law of the State of Delaware; and
such amendment has been duly adopted in accordance with the
provisions of Section 242 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

NY12534:28.1

acknowledged by its duly authorized officers this 1st day of

May, 1998.

ZIFF-DAVIS INC.

By: _____
     Name: Eric Hippeau
     Title: Chairman

ATTEST:

Name: J. Malcolm Morris
Title: Secretary

NY12534-28.1

RECORDED: 11/18/1999

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