



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

Legal Department

November 23, 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

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, New York 10016

3. Nature of conveyance: Change of Name Date of execution: March 31, 1997 Effective date: April 7, 1997

4. Trademark registration number: 1,514,100

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

TRADEMARK **REEL: 001959 FRAME: 0894**



Page 2

Re: Recordal of Change of Name

From: Ziff-Davis Publishing Company

To: Ziff-Davis Inc.

6. Total number of 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. 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 23, 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 23, 1999.

Signature

Maniles H Willer

TRADEMARK
REEL: 001959 FRAME: 0895

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAMARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EIFF-DAVIS PUBLISHING COMPANY", CHANGING ITS NAME FROM "EIFF-DAVIS PUBLISHING COMPANY" TO "EIFF-DAVIS INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 1997, AT 2:30 O'GLOCK P.M.



) <u>E</u>

2447264 8100

991389606

Edward J. Freel, Secretary of State

AUTHENTICATION:

9975439

DATE:

TRADĚMÁŘK - 001959 ERAME: 08

REEL: 001959 FRAME: 0896



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:

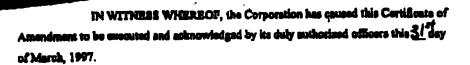
(1) That the Corporation's Board of Directors, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that it is advisable and in the best interests of the Corporation that the Cartificate 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 is lieu of a meeting and vote of stockholders, the stockholders have given unaremous 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.

TRADEMARK
REEL: 001959 FRAME: 0897



ZIFF-DAVIS PUBLISHING COMPANY

ATTEST:

elealy mont

TRADEMARK REEL: 001959 FRAME: 0898

RECORDED: 11/23/1999