

*MRS
11/23/99*



ZIFF-DAVIS
a SOFTBANK
company
www.zd.com

11-24-1999



101173052

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

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, 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, Esq.
ZD Inc.
28 East 28th Street
New York, NY 10016
(212) 503-3571

*Change Fee
40.00*

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FC:481

TRADEMARK

REEL: 001959 FRAME: 0894

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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: _____


Marilyn F. Kelly

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REEL: 001959 FRAME: 0895

State of Delaware

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Office of the Secretary of State

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 PUBLISHING COMPANY", CHANGING ITS NAME FROM "ZIFF-DAVIS PUBLISHING COMPANY" TO "ZIFF-DAVIS INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 1997, AT 2:30 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

2447264 8100

991389606

AUTHENTICATION: 9975439

DATE: 09-17-99

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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 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.

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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

j/morris@ziff.com

RECORDED: 11/23/1999

TRADEMARK
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