

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 SHRET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks

Box Assignments Washington, D.C. 20231 Attn: Rhonda Nicol

Re:

Recordal of Merger From: GameSpot Inc. ZD Inc.

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies): GameSpot Inc., a California Corporation;

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

3. Nature of conveyance: Merger Date of execution: April 7, 1999

4. Trademark application numbers: Please see attached Schedule A A.

5. Please address all correspondence in this matter to: Andrea Van Kampen, Baq. ZD Inc. 28 East 28th Street

> New York, NY 10016 (212) 503-3571

TRADEMARK

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Re: Recordal of Merger

From: GameSpot Inc.

To: ZD Inc.

6. Total number of applications involved: 4

7. Total fee enclosed: \$115.00.

Please charge our deposit account No. 26-0235 the sum of \$115,00 to cover the fee for Recordal of Merger. 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: 3

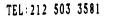
CERTIFICATE OF FACSIMILE TRANSMISSION

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 23, 1999.

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Marilyn E Kall





SCHEDULE "A"

SCHEDULE OF U.S. TRADEMARK APPLICATIONS

Recordal of Merger from GameSpot Inc. to ZD Inc.

Mark	Class	Serial No.	<u>Filed</u>
GAMESPOT	9	75/172729	9/27/1996
GAMESPOT	9	75/628780	1/27/1999
GAMESPOT TV	41	75/443179	3/2/1998
VIDEOGAMESPOT	42	75/168087	9/18/1997



State of Delaware 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 MERGER, WHICH MERGES:

"GAMESPOT, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "SD INC." UNDER THE NAME OF "2D INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTE DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

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

2447264 8100M 991135760



AUTHENTICATION:

STATE OF DELAMARE SECRETARY OF STATE DIVISION OF COMPOSITIONS FILED OS: 00 AM 04/707/1998 991135760 - 2447264

CERTIFICATE OF MERGER

MERGING

GAMILSPOT, INC.

WITH AND INTO

ZD INC.

Pursuant to Section 252 of the General Corporation Law of the State of Delaware

The undersigned corporation, ZD Inc., DOES HEREBY CERTIFY AS FOLLOWS:

That the name and state of incorporation of each of the constituent FIRST: corporations of the merger is as follows:

NAME

STATE OF INCORPORATION

Gemespot, inc.

California

ZD Inc.

Deleware

SECOND: That an Agreement and Plan of Merger and Reorganization (the "Reorganization Agreement"), dated as of March 29, 1999, among Ziff-Davis Inc., a Delaware corporation, GameSpot, inc., ZD Inc. and certain sharsholders of GameSpot, Inc., setting forth the terms and conditions of the merger of GameSpot, Inc. with and into ZD Inc. (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (e) of Section 252 of the General Corporation Law of the State of Delaware.

That the name of the surviving corporation of the Merger shall be ZD Inc., which shall retain the name "ZD Inc." (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of ZD Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation.

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That an executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

> If After May 1, 1999 If before May 1, 1999 ZD Inc.
> c/o Ziff-Davis Inc. ZD Inc. c/o Ziff-Davis Inc. 28 Bast 28th Street One Park Avenue New York, NY 10016 New York NY 10016

SIXTH: That a copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stackholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the Merger is as follows:

Corporation	Class	Number of Shares	Par Value Per Share
GameSpot, Inc.	Common Stock Preferred Stock	40,000,000 20,000,000	\$.001 \$.001

That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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2.



IN WITNESS WHEREON, ZD Inc. has caused this Certificate of Merger to be executed in its corporate name as of the May of April, 1999.

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3.

RECORDED: 11/23/1999