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11/23/99



ZIFF-DAVIS
a SOFTBANK
company
www.zd.com

11-24-1999



101173056

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 Merger
From: GameSpot Inc.
To: 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:
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

Charge Fee
115.00

11/24/1999 TTBH11 00000071 130235 7317279
01 FC:461 40.00 CH
02 FC:462 75.00 CH

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.

Signature: 

Marilyn F. Kelly

TRADEMARK
REEL: 001969 FRAME: 0919

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

Recordal of Merger from GameSpot Inc. to ZD Inc.

Mark	Class	Serial No.	Filed
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

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State of Delaware
Office of the Secretary of State

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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:

"GAMESTOP, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "ED INC." UNDER THE NAME OF "ED INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH 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




Edward J. Freel, Secretary of State

AUTHENTICATION: 9674428

DATE: ~~TRADEMARK~~
REEL: 001959 FRAME: 0921

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/07/1999
991135760 - 2667266

CERTIFICATE OF MERGER**MERGING****GAMESPOT, 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:

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

NAME**STATE OF INCORPORATION**

GameSpot, Inc.

California

ZD Inc.

Delaware

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 shareholders 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.

THIRD: 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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FIFTH: 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 before May 1, 1999
ZD Inc.
c/o Ziff-Davis Inc.
One Park Avenue
New York, NY 10016

If After May 1, 1999
ZD Inc.
c/o Ziff-Davis Inc.
28 East 28th Street
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 stockholder of any constituent corporation.

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

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

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

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, ZD Inc. has caused this Certificate of Merger to be executed in its corporate name as of the 24 day of April, 1999.

ZD INC.

By: 

Name: Daryl E. Otte Daryl E. Otte
Title: SVP Development and Planning S.V.P. Development and Planning

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3.

RECORDED: 11/23/1999

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