



ZIFF-DAVIS
a SOFTWARE
company
www.zd.com

12-10-1999
101196899

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J. Malcolm Morris
Senior Vice President and
General Counsel

December 10, 1999

VIA FACSIMILE TRANSMISSION
TO FAX NO.: (703) 308-7124

Pages being transmitted
including this cover page: 5

RECORDATION FORM COVER SHEET - TRADEMARKS

MRD 12/10/99

Hon. Commissioner of Patents and Trademarks
Box Assignments - Fee
Washington, D.C. 20231

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, NY 10016
3. Nature of conveyance: Change of Name
Date of execution: April 7, 1997 (Effective date of Change of Name)
4. Trademark registration number: 1,939,834
Mark: BUYERNET
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

TRADEMARK
REEL: 001970 FRAME: 0258

Page 2

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

6. Total number of registrations involved: 1 (One)
7. Please charge our deposit account no. 26-0235 the sum of \$40 to cover the fee for recording the Assignment . Please charge any additional fees, any deficiency or credit any over charge 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,



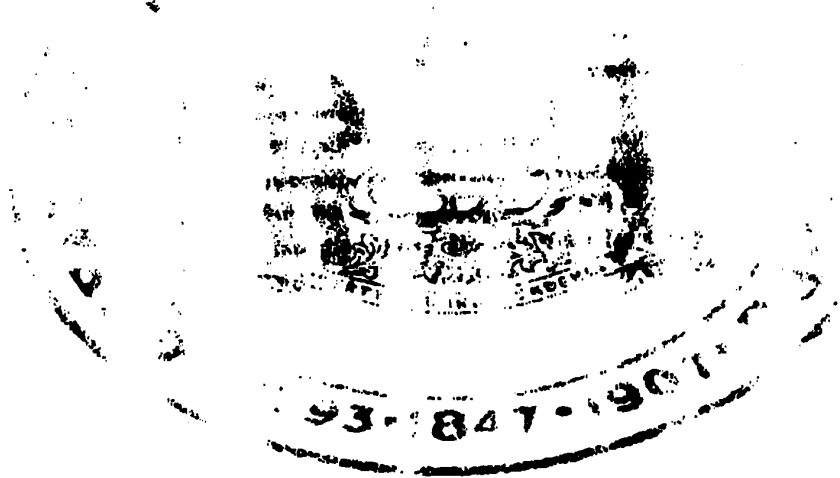
J. Malcolm Morris
December 10, 1999

Total number of pages comprising cover sheet: 2 (Two)

TRADEMARK
REEL: 001970 FRAME: 0269

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 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

AUTHENTICATION:

8936569

DATE:

2447264 8100

TRADEMARK
REEL: 001970 FRAME: 0260

**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.

**TRADEMARK
REEL: 001970 FRAME: 0261**

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

10/10/99

TRADEMARK
REEL: 001970 FRAME: 0262

SCHEDULE A

<u>MARK</u>	<u>COUNTRY</u>	<u>APPLICATION/ REGISTRATION NO.</u>	<u>APPLICATION/ REGISTRATION DATE</u>
BUYERNET	US	Reg. No.1,939,834	12/5/95

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