



12-10-1999



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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

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

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

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
Ziff-Davis Inc., a Delaware Corporation;
2. Name and address of receiving party(ies):
ZD Inc., a Delaware Corporation;
28 East 28th Street
New York, NY 10016
3. Nature of conveyance: Change of Name
Date of execution: May 1, 1998
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

MPD 12/10/99

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Re: Recordal of Change of Name
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To: ZD 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

Charge \$40.00

Total number of pages comprising cover

State of Delaware

PAGE 1

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 INC.", CHANGING ITS NAME FROM "ZIFF-DAVIS INC." TO "ZD INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1998, AT 12:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2447264 8100

DATE:

9068801

TRADEMARK

REEL: 001970 FRAME: 0852

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ZIFF-DAVIS INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Ziff-Davis Inc., a corporation duly organized and
existing under the General Corporation Law of the State of
Delaware (the "Corporation"), does hereby certify as
follows:

FIRST. The Board of Directors of the Corporation
duly adopted a resolution setting forth and declaring
advisable the amendment of Article First of the certificate
of incorporation of the Corporation so that, as amended,
said Article shall read as follows:

"FIRST: The name of the Corporation is ZD Inc."

SECOND. In lieu of a vote of stockholders,
written consent to the foregoing amendment has been given by
the holder of all of the outstanding stock entitled to vote
thereon in accordance with the provisions of Section 228 of
the General Corporation Law of the State of Delaware; and
such amendment has been duly adopted in accordance with the
provisions of Section 242 of the General Corporation Law of
the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused
this Certificate of Amendment to be executed and

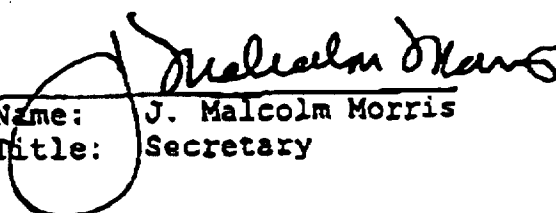
acknowledged by its duly authorized officers this 1st day of
May, 1998.

ZIFF-DAVIS INC.

By: 

Name: Eric Hippeau
Title: Chairman

ATTEST:



Name: J. Malcolm Morris
Title: Secretary