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R SHEET

101209222

To: Honorable Commissioner of Patents and Trademarks

Please record the attached original document(s) or copy thereof.



1. Name of conveying party(ies)
a) RLT Acquisition, Inc.
4430 Willow Road
Pleasanton, California 94588

11-13-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #31

2. Name and address of receiving party(ies):
a) Name: Arcade Planet, Inc.
Address: 4430 Willow Road
Pleasanton, California 94588

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____ License Agreement

Execution Date: October 13, 1999

4. Application Number(s) or Registration Number(s): See Exhibits A and B

The title of the (new) application is:

SEE ATTACHED EXHIBITS A AND B

5. Please send all correspondence concerning this (these) documents to:

HICKMAN STEPHENS & COLEMAN, LLP
P.O. Box 52037
Palo Alto, CA 94303-0746
Tel. No.: (650) 470-7430
Fax No.: (650) 470-7440

6. Total number of applications and trademark registrations involved: 31

7. Total fee (37 CFR 3.41): \$1240.00

Enclosed
 Authorized to be charged to Deposit Account No. 50-0384
(Order No. LAZ1T000)

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.

Date: November 10, 1999

Douglas E Mackenzie
Douglas E Mackenzie
Registration No. 38,955

11/30/1999 DNGUYEN 00000122 75453032

01 FC:481
02 FC:482

40.00 DP
750.00 DP

11/30/1999 DNGUYEN 0009281100
MAIL#500384 Name/Number: 75453032 \$450.00 CR
FC: 704

Attorney Docket No. LAZ1T000

(Revised 01/96)

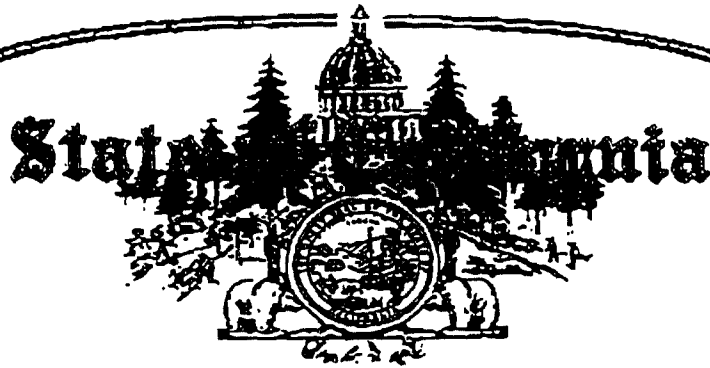
TRADEMARK
REEL: 001994 FRAME: 0304

EXHIBIT A

<u>Curr App No</u>	<u>Cur App Dt</u>	<u>Docket No.</u>	<u>Mark Name</u>
75/453,032	19MR1998	LAZ1T042	SLIDE MASTER
75/453,088	19MR1998	LAZ1T041	CHIP AWAY
75/464,235	08AP1998	LAZ1T043	V.R.S.
75/464,382	08AP1998	LAZ1T044	VIDEO REDEMPTION SYSTEM
75/612,583	28DE1998	LAZ1T046	PRIZE ZONE
75/612,632	28DE1998	LAZ1T047	QUACK ATTACK
75/664,691	22MR1999	LAZ1T053	ARCADE PLANET
75/664,693	22MR1999	LAZ1T052	ARCADE PLANET
75/664,993	22MR1999	LAZ1T050	ARCADE PLANET
75/664,995	22MR1999	LAZ1T051	ARCADE PLANET
75/701,253	10MY1999	LAZ1T059	PRIZE GAMES
75/701,257	10MY1999	LAZ1T058	PRIZEGAMES.COM
75/701,577	10MY1999	LAZ1T060	PRIZE GAMES
75/701,578	10MY1999	LAZ1T057	PRIZE GAMES
75/701,579	10MY1999	LAZ1T061	PRIZE GAMES
75/701,581	10MY1999	LAZ1T055	PRIZE CENTER
75/739,165	29JE1999	LAZ1T063	TICKET TRACK
75/764,136	29JL1999	LAZ1T062	BOUNCE-A-BOUT

EXHIBIT B

<u>Curr Reg No</u>	<u>Curr Reg D</u>	<u>Docket No.</u>	<u>Mark Name</u>
1,813,877	28DE1993	LAZ1T008	SUPER BANK-IT
2,017,760	19NO1996	LAZ1T019	LASER-TRON LIGHT YEARS AHEAD! AND DESIGN
2,040,737	25FE1997	LAZ1T022	SOLAR SPIN
2,080,308	15JL1997	LAZ1T033	SCUD ATTACK
2,098,321	16SE1997	LAZ1T034	SQUIRMS
2,102,252	30SE1997	LAZ1T032	21 FOR FUN
2,133,480	27JA1998	LAZ1T031	SUPER-SOLITAIRE
2,134,573	03FE1998	LAZ1T036	SUPER SOLAR SPIN
2,136,007	10FE1998	LAZ1T038	SUPER 11'S
2,137,989	17FE1998	LAZ1T012	AFT _r
2,159,692	19MY1998	LAZ1T035	PRIZE ZONE
2,195,909	13OC1998	LAZ1T037	STACK 'EM (SHOWN AS "STACK-EM!" ON REGISTRATION)
2,257,990	29JE1999	LAZ1T029	INSTA-PRIZE



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

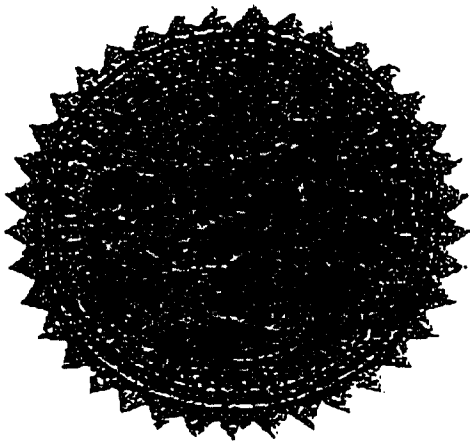
That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 15 1999

Bill Jones

Secretary of State



OCT 13 1999

WILL JONES, SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RLT ACQUISITION, INC.**

Norman Petermeier certifies that:

1. He is the President and Secretary of RLT Acquisition, Inc., a California corporation.
2. The Articles of Incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the California Corporations Code), are amended and restated to read in their entirety as set forth in the Amended and Restated Articles of Incorporation attached as Exhibit "A" hereto and made a part hereof by this reference.
3. The amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto have been duly approved by the board of directors of the corporation.
4. The amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto have been duly approved by the required vote of the shareholders of the corporation in accordance with Sections 902 and 903 of the California Corporations Code. The corporation has one class of stock and the number of outstanding shares is 13,330,833 shares of Common Stock. The number of shares voting in favor of the amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: October 4, 1999



Norman Petermeier, President and Secretary

EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARCADE PLANET, INC.

ARTICLE I

NAME

The name of the corporation is Arcade Planet, Inc.

ARTICLE II

PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

STOCK

The corporation is authorized to issue one class of shares designated "Common Stock". The number of shares of Common Stock authorized to be issued is 20,000,000.

ARTICLE IV

DIRECTORS' LIABILITY AND INDEMNIFICATION OF AGENTS

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the

indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such amendment, repeal or modification.

