



08-11-2000

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06-26-2000

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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

City

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- Individual General Partnership Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

08/11/2000 DNGUYEN 00000012 040258 75941126

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01 FC:481 40.00 CH
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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/941126"/>	<input type="text" value="75/941129"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/941127"/>	<input type="text" value="75/941130"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

Yes

No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

ALEXANDRA NICHOLSON

Name of Person Signing

Signature

06/26/00

Date Signed

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
BEFORE PAYMENT OF CAPITAL
OF
WS-ZD ACQUISITION, INC.**

* * * * *
*Adopted in accordance with the provisions of §241(b) of the
General Corporation Law of the
State of Delaware*
* * * * *

Daniel H. Blumenthal, being the Vice President of WS-ZD Acquisition, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The Board of Directors of the Corporation adopted the resolution set forth below proposing an amendment to the Certificate of Incorporation of the Corporation (the "Amendment"):

"RESOLVED, that the Certificate of Incorporation of the Corporation be, and hereby is, amended in accordance with §241(b) of the General Corporation Law of the State of Delaware by deleting ARTICLE ONE thereof in its entirety and substituting therefor ARTICLE ONE as follows:

"ARTICLE ONE

The name of the corporation is Ziff Davis Media Inc."

SECOND: The Corporation has not received payment for any of its stock.

THIRD: The Amendment was duly adopted in accordance with §241(b) of the General Corporation Law of the State of Delaware by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation Before Payment of Capital is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 22nd day of March, 2000.

WS-ZD Acquisition, Inc.,
a Delaware corporation

By: /s/ Daniel H. Blumenthal
Daniel H. Blumenthal
Vice President

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 "WS-ZD ACQUISITION, INC.", CHANGING ITS NAME FROM "WS-ZD ACQUISITION, INC." TO "ZIFF DAVIS MEDIA INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0330647

DATE: 03-22-00