

04-27-2001



RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

0202-025T

101694959

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

GT INTERACTIVE SOFTWARE CORP.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other _____

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: May 10, 2000

2. Name and address of receiving party(ies):

Name: INFOGRAMES, INC.

Internal Address: _____

Street Address: 417 Fifth AvenueCity: New York State: NY ZIP: 10016☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State Delaware☐ OtherIf assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ No

(Designations must be a separate document from

Additional name(s) & address(es) ☐ Yes ☐ No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/859,261

B. Trademark Registration No.(s)

Additional numbers

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Meyer A. Gross, Esq.

Internal Address: _____

Schweitzer Cornman Gross & Bondell LLPStreet Address: 292 Madison Avenue, 19th Floor04/27/2001 GTON11 00000143 7585926101 FC:48140.00 DPCity: New YorkState: NY ZIP: 10017

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

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

19-0748 for deficiencies in fee only

DO NOT USE THIS SPACE

9. 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.

Meyer A. Gross

Name of Person Signing

Meyer A. Gross

Signature

April 16, 2001

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002293 FRAME: 0332

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"INFOGRAMES MERGER SUB INC.", A DELAWARE CORPORATION,
WITH AND INTO "GT INTERACTIVE SOFTWARE CORP." UNDER THE NAME OF "INFOGRAMES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2308286 8100M

001297005

AUTHENTICATION: 0491479

DATE: 06-12-00

TRADEMARK
REEL: 002293 FRAME: 0333

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INFOGRAMES MERGER SUB INC.

WITH AND INTO

GT INTERACTIVE SOFTWARE CORP.

Pursuant to Section 253 of the
General Corporation of Law of the State of Delaware

GT INTERACTIVE SOFTWARE CORP., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of INFOGRAMES MERGER SUB INC., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on April 6, 2000, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, the Company owns all of the outstanding shares of the capital stock of Infogrames Merger Sub Inc. ("Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that pursuant to Section 253(b) of the General Corporation Law of the State of Delaware, at the effective time of the Merger, the name of the Company shall be changed to "Infogrames, Inc." by deleting Article First of the Amended and Restated Certificate of Incorporation of the Company and inserting in lieu thereof a new Article First to read as follows:

"FIRST: The name of the corporation is Infogrames, Inc."

RESOLVED, that the proper officers of the Company be and they hereby are authorized and

directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger.

The name of the surviving corporation shall be amended in the Merger to be "Infogrames, Inc."

FIFTH: The Amended and Restated Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be amended by deleting Article First and inserting in lieu thereof a new Article First to read "FIRST: The name of the corporation is Infogrames, Inc.", and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of
Ownership and Merger to be executed by its duly authorized officer this 10 day of May, 2000.

GT INTERACTIVE SOFTWARE CORP.

By: /s/ Bruno Bonnell
Name: Bruno Bonnell
Title: Chairman of the Board and
Chief Executive Officer

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KLS:2001SM42.1

TOTAL P. 05