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06-26-2001



JUN 27 2001

2 SHEET

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TO: The Commissioner of Patent.

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Submission Type

- New**
- Resubmission (Non-Recordation)**
Document ID #
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Conveyance Type

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

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

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Composed of

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06/26/2001 TDIAZ1 00000079 75570784

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01 FC:481 40.00 DP
02 FC:482 275.00 DP

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TRADEMARK

REEL: 002319 FRAME: 0075

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Address (line 1)

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Correspondent Name and Address

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Pages

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text" value="75570784"/>	<input type="text" value="75914672"/>	<input type="text" value="76044170"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1788702"/>	<input type="text" value="1856563"/>	<input type="text" value="2296270"/>
<input type="text" value="2344181"/>	<input type="text" value="2347812"/>	<input type="text" value="2361460"/>
<input type="text" value="2370026"/>	<input type="text" value="2401061"/>	<input type="text" value="2402984"/>

Number of Properties

Enter the total number of properties involved.

#

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:

#

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.

Meyer A. Gross

June 11, 2001

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"HUMONGOUS ENTERTAINMENT, INC.", A WASHINGTON CORPORATION,

"SINGLETRAC ENTERTAINMENT TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

"SWAN ACQUISITION CORP.", A DELAWARE CORPORATION,

"WIZARDWORKS GROUP, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "INFOGRAMES, INC." 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 TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1172682

DATE: 06-05-01

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CERTIFICATE OF OWNERSHIP AND MERGER

Merging

HUMONGOUS ENTERTAINMENT, INC.

a Washington corporation,

SINGLETRAC ENTERTAINMENT TECHNOLOGIES, INC.

a Delaware corporation,

SWAN ACQUISITION CORP.

a Delaware corporation,

and

WIZARDWORKS GROUP, INC.

a Minnesota corporation,

Into

INFOGRAMS, INC.

a Delaware corporation

Pursuant to Section 253 of the
General Corporation Law of Delaware

Denis Guycnot and David J. Fremed certify that:

1. They are the duly elected and qualified President and Chief Financial Officer, respectively, of Infogrames, Inc., a Delaware corporation (the "Company").
2. The Company owns all the issued and outstanding shares of stock of each of Humongous Entertainment, Inc., a Washington corporation, SingleTrac Entertainment Technologies, Inc., a Delaware corporation, Swan Acquisition Corp., a Delaware corporation, and, WizardWorks Group, Inc., a Minnesota corporation, (collectively, the "Subsidiaries").
3. The Board of Directors of the Company has duly adopted the following resolutions as of November 3, 2000:

WHEREAS, Infogrames, Inc. (the "Company") owns all the issued and outstanding shares of stock of each of Humongous Entertainment, Inc., a Washington corporation, SingleTrac Entertainment Technologies, Inc., a Delaware corporation, Swan Acquisition Corp., a Delaware corporation, Swan Acquisition Corp., a Delaware corporation, and WizardWorks Group, Inc., a Minnesota corporation (collectively, the "Subsidiaries"); and

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/2000
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WHEREAS, pursuant to Section 253 of the General Corporation Law of Delaware, the Company desires to merge (the "Mergers") each of the Subsidiaries with and into itself, to be possessed of all the estate, property, rights, privileges and franchises of each of the Subsidiaries and to assume all their respective liabilities and obligations, including, without limitation, tax liabilities and liabilities and obligations to their customers, with the Company being the surviving corporation in each of the Mergers;

NOW, THEREFORE, BE IT RESOLVED, that the Company merge each of the Subsidiaries with and into itself and that, pursuant to the Mergers, the Company take possession of all the estate, property, rights, privileges and franchises of each of the Subsidiaries and assume all their respective liabilities and obligations, including, without limitation, tax liabilities and all liabilities and obligations to their respective customers; and

RESOLVED FURTHER, that the proper officers of the Company, including, but not limited to, the President, Chief Financial Officer or any Vice President be, and each of them hereby is, authorized and directed to execute a Certificate of Ownership and Merger with the Secretary of State of Delaware, Articles of Merger with each of the Secretaries of State Minnesota and Washington and other documents, including any documents necessary to assume the tax liability of the Subsidiaries and to do all acts and things whatsoever, either within or without the State of Delaware, including filing or causing to be filed the Certificate of Ownership and Merger, the Certificate of Ownership, the Articles of Merger and such assumption of tax liability documents with each of the Secretaries of State of Delaware, California, Minnesota or Washington or the appropriate state agencies, as the case may be, which may in any way be necessary or proper in order to effect the Mergers.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership and Merger as of this 21 day of December 2000.

INFOGRAMES, INC.

By: 

Name: Denis Guyennot
Title: President

By: 

Name: David J. Fremed
Title: Chief Financial Officer