

12-11-2001

OCT 29 2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (e)
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OVER SHEET
S ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 10-29-01
WizardWorks Group, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Infogrames, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 417 Fifth Avenue
 City: NY State: NY Zip: 10016

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

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

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1930543

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Doreen Small, Esq.
 Internal Address: _____

 Street Address: Infogrames, Inc.
417 Fifth Avenue
 City: NY State: NY Zip: 10016

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:
500741

(Attach duplicate copy of this page if paying by deposit account)

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.

Doreen Small *Doreen Small* October 29, 2001
 Name of Person Signing Signature Date

Total number of pages, including cover sheet, attachments, and document: 5

12/10/2001 LUJELLER 00000209 500741 1930543
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Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002405 FRAME: 0563

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

2308286 8100M

AUTHENTICATION: 1397845

010520328

DATE: 10-18-01

TRADEMARK
REEL: 002405 FRAME: 0564

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

INFOGRAMES, 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