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

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To the Honorable Commissioner of Patents and Trademarks, Post Office Box 1500, Washington, DC 20546 original documents or copy thereof.

1. Name of conveying party(ies): Funco, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Minnesota Other

2. Name and address of receiving party(ies) Name: Gamestop, Inc. Internal Address: Street Address: 10120 West 76th Street City: Eden Prairie State: MN Zip: 55344 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Minnesota Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 1, 2000

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

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Todd Braverman, Esq. Internal Address: Robinson Silverman Pearce Aronsohn & Berman LLP Street Address: 1290 Avenue of the Americas City: New York State: NY Zip: 10104

6. Total number of applications and registrations involved: 15 7. Total fee (37 CFR 3.41): \$ 390.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

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. Todd Braverman Signature Date 11/29/01

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

12/12/2001 GTON11 00000059 76085566 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 01 FC:481 02 FC:482 40.00 OP 350.00 OP

TRADEMARK REEL: 002407 FRAME: 0600

FUNCO, INC. TRADEMARKS

1. GAME INFORMER - U.S. Application Serial No. 76085566
2. MORE VIDEO GAMES AT HALF THE PRICE - U.S. Registration No. 2226903
3. FUNCOLAND - U.S. Registration No. 2085805
4. FUNCOLAND NATIONAL VIDEO GAME CHAMPIONSHIPS - U.S. Registration No. 2061504
5. FUNCOLAND FUN CLUB - U.S. Registration No. 1876618
6. EXPERIENCE THE FUN AT FUNCOLAND - U.S. Registration No. 1798387
7. AMERICA'S PLACE TO SHOP FOR VIDEO GAMES - U.S. Registration No. 1962954
8. SUNRISE PUBLICATIONS - U.S. Registration No. 1999100
9. FUNCOLAND YOUR SOURCE FOR INTERACTIVE ENTERTAINMENT - U.S. Registration No. 1896591
10. BRING HOME THE FUN - U.S. Registration No. 1806603
11. FUNCO - U.S. Registration No. 1796605
12. FUNCOLAND - U.S. Registration No. 1796604
13. GAME INFORMER - U.S. Registration No. 1788102
14. FUNCO LAND - U.S. Registration No. 1708866
15. FUN CLUB GAME INFORMER - U.S. Application Serial No. 74104696

ARTICLES OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FUNCO, INC.

The undersigned, Maureen O'Connell, Vice President of Funco, Inc., a Minnesota corporation (the "Corporation"), does hereby certify:

1. The name of the Corporation is Funco, Inc.
2. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended in their entirety to read as set forth as set forth in Exhibit A attached hereto, and that such Second Amended and Restated Articles of Incorporation set forth in Exhibit A hereto shall supersede the original Articles of Incorporation and any and all amendments thereto.
3. The Second Amended and Restated Articles of Incorporation attached as Exhibit A hereto have been adopted pursuant to Chapter 302A of the Minnesota Statutes.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment as of December 1, 2000.

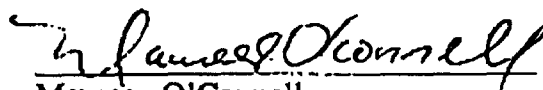

Maureen O'Connell
Vice President

Exhibit ASECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is Gameslop, Inc.

ARTICLE II

The registered office of the Corporation is located at 10120 West 76th Street, Eden Prairie, Minnesota 55344.

ARTICLE III

1. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 15,000,000 shares, which shall consist of 14,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock") and 1,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

A. Of the 14,000,000 shares of Common Stock herein authorized, 1,000,000 shares shall be designated Class A Common Stock with full voting rights and 13,000,000 shares shall be designated Class B Common Stock with no voting rights other than as required by law. With the exception of voting rights, the rights, preferences and limitations of the Class A Common Stock and the Class B Common Stock are equal and identical in all respects.

B. All Common Stock outstanding as of the date of the filing hereof is, automatically and without any further action on the part of the Board of Directors or shareholders of the Corporation, reclassified to be Class A Common Stock, par value \$.01 per share, and all stock certificates evidencing such shares shall represent the same number of shares of Class A Common Stock.

2. The Board of Directors may, from time to time, establish by resolution one or more classes or series of shares of Preferred Stock, setting forth the designation of each such class or series and fixing the relative rights and preferences of each such class or series.

3. The Board of Directors shall have the authority to issue shares of Common Stock to the holders of shares of Common Stock and to the holders of shares of any class or series of Preferred Stock and to issue shares of any class or series of Preferred Stock to the holders of shares of Common Stock and to the holders of shares of any class or series of Preferred Stock, in any case, for any purpose.

4. No shareholder of the Corporation shall have any preemptive rights by virtue of Section 302A.413 of the Minnesota Statutes (or any similar provisions of future law) to subscribe for, purchase or acquire (i) any shares of the Corporation of any class or series, whether unissued or now or hereafter authorized, or (ii) any obligations or other securities convertible into or exchangeable for (or that carry any other right to acquire) any such shares, securities or obligations, or (iii) any other rights to purchase any such shares, securities or obligations. The Corporation shall have the power, however, in its discretion to grant such rights by agreement or other instrument to any person or persons (whether or not they are shareholders).

5. No shareholder of the Corporation shall be entitled to any cumulative voting rights.

ARTICLE IV

Any action required or permitted to be taken by the Board of Directors of the Corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the Corporation at which all directors are present, except as to those actions requiring shareholder approval.

ARTICLE V

To the fullest extent permitted by the Minnesota Business Corporation Act as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED *jc*

DEC 5 2000

Mary Hoffmeyer
Secretary of State

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