05-13-2002

102087254

4·29·02

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings ⇨⇨⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Atari Corporation

☐ 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: JTS Corporation

Internal Address:

Street Address: 166 Baypointe Parkway

City: San Jose State: CA Zip: 95134

☐ 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: July 30, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1970812

Additional number(s) attached ☐ Yes ☒ No

OFFICE OF PUBLIC RECORDS
2002 APR 29 AM 9: 11
FINANCE SECTION

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

Name: Doreen Small

Internal Address:

Street Address: c/o 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 — Name of Person Signing

Doreen Small — Signature

April 29, 2002 — Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

05/10/2002 LMUELLER 00000134 500741 1970812
01 FC:481 40.00 CH

State of Delaware

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"ATARI CORPORATION", A NEVADA CORPORATION,

WITH AND INTO "JTS CORPORATION" UNDER THE NAME OF "JTS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 1996, AT 4:01 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2375722 8100M

AUTHENTICATION: 1115595

010215105

DATE: 05-03-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 07/30/1996
960222161 - 2375722

CERTIFICATE OF MERGER

MERGING

ATARI CORPORATION

WITH AND INTO

JTS CORPORATION

Pursuant to Section 252 of the General Corporation law of
the State of Delaware and Section 78.458 of the General Corporation law
of the State of Nevada

JTS CORPORATION, a Delaware corporation ("JTS"), and Atari Corporation, a Nevada corporation ("Atari"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That JTS was incorporated on February 3, 1994 under the name "JT Storage, Inc." pursuant to the Delaware General Corporation Law (the "Delaware Law"), and that Atari was incorporated on May 17, 1984, pursuant to the Nevada General Corporation Law (the "Nevada Law").

SECOND: That an Amended and Restated Agreement and Plan of Reorganization (the "Reorganization Agreement") dated as of April 8, 1996, by and between JTS and Atari, setting forth the terms and conditions of the merger of Atari with and into JTS (the "Merger"), has been approved, adopted, certified, executed and acknowledged by the Board of Directors of each of the constituent corporations in accordance with Section 252 of the Delaware Law in the case of JTS and Section 92A.100 of the Nevada Law in the case of Atari.

THIRD: That the name of the surviving corporation (the "Surviving Corporation") shall be JTS Corporation, a Delaware corporation.

FOURTH: That the Restated Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as set forth on **Exhibit A** hereto.

FIFTH: That an executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

JTS Corporation
166 Baypointe Parkway
San Jose, California 95134

21150539
072996

TRADEMARK
REEL: 002504 FRAME: 0012

SIXTH: That a copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: That the Surviving Corporation is to be a corporation of the State of Delaware. The authorized capital stock of Atari consists of 100,000,000 shares of Common Stock, $.01 par value per share, and 10,000,000 shares of undesignated Preferred Stock, $.01 par value per share.

EIGHTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

TRADEMARK
REEL: 002504 FRAME: 0013

IN WITNESS WHEREOF, each of Atari and JTS has caused this Certificate of Merger to be executed in its corporate name this 30 of July, 1996.

JTS CORPORATION

By: _____
David T. Mitchell
Title: President

ATTEST:

_____
W. Virginia Walker
Secretary

21150539
072996

JTS Corporation
(Surviving Corporation)

W. Virginia Walker hereby certifies that:

1. She is the Secretary of JTS Corporation, a Delaware corporation (the "Corporation").

2. The Certificate of Merger to which this Certificate is attached was duly approved and adopted by (a) the holders of a majority of the outstanding shares of Common Stock of the Corporation entitled to vote thereon, voting as a separate class, (b) two-thirds of the outstanding shares of Series A Preferred Stock of the Corporation entitled to vote thereon, voting as a separate class, and (c) a majority of the outstanding shares of Common Stock and Series A Preferred Stock of the Corporation entitled to vote thereon, voting together as a class.

Witness my hand this 30 day of July 1996.

W. Virginia Walker, Secretary

21L50039
072596

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

JTS CORPORATION

ARTICLE I

The name of this corporation is JTS Corporation.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

a. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is One Hundred Sixty Million (160,000,000) shares. One Hundred Fifty Million (150,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent ($.001). Ten Million (10,000,000) shares shall be Preferred Stock, each having a par value of one-tenth of one cent ($.001)

b. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

TRADEMARK
REEL: 002504 FRAME: 0016

ARTICLE V

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

a.

i. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

ii. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, directors shall be elected at each annual meeting of stockholders for a term of one year. Each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

iii. Subject to the rights of the holders of any series of Preferred Stock, the Board of Directors or any individual director may be removed from office at any time (i) with cause by the affirmative vote of the holders of a majority of the voting power of all the then-outstanding shares of voting stock of the corporation, entitled to vote at an election of directors (the "Voting Stock") or (ii) without cause by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all the then-outstanding shares of the Voting Stock.

iv. Subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

b.

i. Subject to paragraph (h) of Section 43 of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the Voting Stock. The Board of Directors shall also have the power to adopt, amend, or repeal Bylaws.

TRADEMARK
REEL: 002504 FRAME: 0017

ii. The directors of the corporation need not be elected by written ballot unless the Bylaws so provide.

iii. No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

iv. Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer, or (iii) the Board of Directors pursuant to a resolution adopted by two (2) directors, and shall be held at such place, on such date, and at such time as the Board of Directors shall fix.

v. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

ARTICLE VI

a. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General corporation Law, as so amended.

b. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE VII

a. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph B. of this Article VII, and all rights conferred upon the stockholders herein are granted subject to this reservation.

b. Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all

TRADEMARK
REEL: 002504 FRAME: 0018

of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal Articles V, VI and VII.

RECORDED: 04/29/2002

TRADEMARK
REEL: 002504 FRAME: 0019