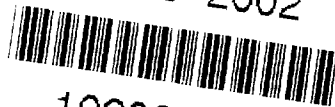


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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): 4-23-02 Infogrames North America, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: March 7, 2002

2. Name and address of receiving party(ies)

Name: Infogrames, Inc. Internal 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

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

1930024

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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

[Signature]

Signature

Apr. 12, 2002

Date

Total number of pages including cover sheet, attachments, and document 4

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

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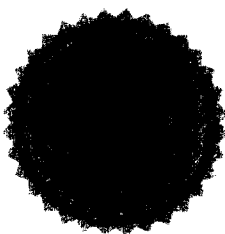
PAGE 1

The First 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:

"INFOGRAMES NORTH AMERICA, INC.", A CALIFORNIA 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 SEVENTH DAY OF MARCH, A.D. 2002, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1652534

DATE: 03-08-02

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CERTIFICATE OF MERGER

INFOGRAMES NORTH AMERICA, INC.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/07/2002
020156047 - 2308286*

INTO

INFOGRAMES, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Infogrames North America, Inc. ("INA")	California
Infogrames, Inc. ("Infogrames")	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is **INFOGRAMES, INC.**, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Infogrames, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 417 Fifth Avenue, New York, New York 10017.

SIXTH: That a copy of the Agreement of Merger will be furnished by

TRADEMARK

REEL: 002504 FRAME: 0050

the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>CORPORATION</u>	<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
INA	One	1,000	\$0.01
Infogrames	One	300,000,000	\$0.01

EIGHTH: That this Certificate of Merger shall be effective on October 2, 2000, for accounting purposes only.

INFOGRAMES, INC.

By: /s/ Denis Guyennot
Name: Denis Guyennot
Title: President, COO and Secretary

Dated: February 27, 2002