

05-13-2002

Form PTO-1594
(Rev. 03/01)
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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):

Accolade, Inc. **4-23-02**

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 21, 1999

2. Name and address of receiving party(ies)

Name: Infogrames North America, Inc.

Internal

Address: _____

Street Address: 5300 Stevens Creek Blvd.

City: San Jose State: CA Zip: 95129

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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: 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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

OFFICE OF PATENT AND TRADEMARK RECORDS
FINANCE SECTION
2002 APR 23 AM 9:29

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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 22, 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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40.00 DP

TRADEMARK
REEL: 002504 FRAME: 0075

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 18 2001



Bill Jones

Secretary of State

1263344

A533177

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACCOLADE, INC.

FILED
In the office of the Secretary of State
of the State of California

OCT 21 1999

Bill Jones
BILL JONES, Secretary of State

Bruno Bonnell and Yves Legris hereby certify that.

1. They are the President and Secretary, respectively, of Accolade, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I

The name of the Corporation is Infogrames North America, Inc.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The Corporation is authorized to issue one class of stock, to be designated "Common Stock." The total number of shares of Common Stock the Corporation shall have authority to issue is One Thousand (1,000).

ARTICLE IV

A. The liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

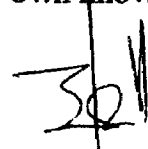
C. Any amendment, repeal or modification of any provision of the Article IV shall not adversely affect any right or protection of an agent of this corporation existing at the time of such amendment, repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by Unanimous Written Consent of the Board of Directors of the Corporation pursuant to Section 307(b) of the California Corporations Code.

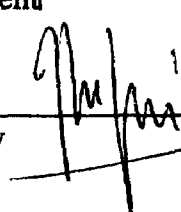
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the shareholders by Written Consent in accordance with Sections 902 and 603 of the California Corporations Code. The total number of outstanding shares of the Corporation is 1,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of Common Stock. **There are no outstanding shares of Preferred Stock.**

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: September 17, 1999.



Bruno Bonnell, President



Yves Legris, Secretary

