

08-28-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2001)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



To the Honorable Commissioner of Patents, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
RLT Acquisition, Inc. **7-29-02**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-California
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Arcade Planet, Inc.**
Internal Address: _____
Street Address: **201 Lindbergh Avenue**
City: **Livermore** State: **CA** Zip: **94550**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Dates: **October 13, 1999**

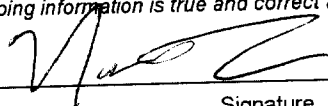
4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s) **1984290; 1956469**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Perkins Coie, LLP**
Internal Address: _____
Street Address: **101 Jefferson Drive**
City: **Menlo Park** State: **CA** Zip: **94025**

6. Total number of applications and registrations involved **2**
7. Total fee (37 CFR 3.41) \$ **65**
 Enclosed
 Authorized to be charged to deposit amount
8. Deposit account number:
502207
(Attach duplicate copy of this page if paying by deposit account)

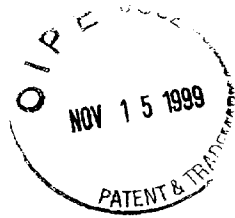
DO NOT USE THIS SPACE

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
Yano L. Rubinstein  **7-26-02**
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and documents: **5**

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

08/27/2002 BT0N11 00000073 502207 1984290
01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK
REEL: 002570 FRAME: 0615



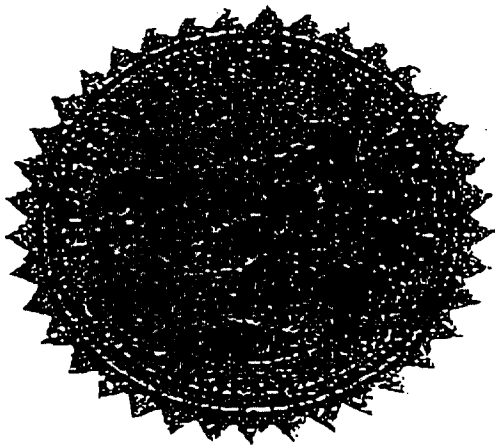
SECRETARY OF STATE

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

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

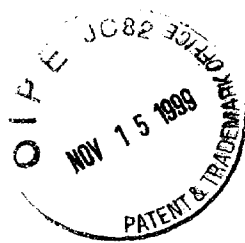
IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 15 1999



Bill Jones

Secretary of State



00532718

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

OCT 13 1999

WILL JONES, SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RLT ACQUISITION, INC.**

Norman Petermeier certifies that:

1. He is the President and Secretary of RLT Acquisition, Inc., a California corporation.
2. The Articles of Incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the California Corporations Code), are amended and restated to read in their entirety as set forth in the Amended and Restated Articles of Incorporation attached as Exhibit "A" hereto and made a part hereof by this reference.
3. The amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto have been duly approved by the board of directors of the corporation.
4. The amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto have been duly approved by the required vote of the shareholders of the corporation in accordance with Sections 902 and 903 of the California Corporations Code. The corporation has one class of stock and the number of outstanding shares is 13,330,833 shares of Common Stock. The number of shares voting in favor of the amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

I 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 my own knowledge.

Dated: October 4, 1999

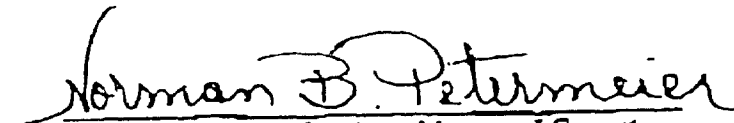

Norman Petermeier, President and Secretary

EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARCADE PLANET, INC.

ARTICLE I

NAME

The name of the corporation is Arcade Planet, Inc.

ARTICLE II

PURPOSES

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

STOCK

The corporation is authorized to issue one class of shares designated "Common Stock". The number of shares of Common Stock authorized to be issued is 20,000,000.

ARTICLE IV

DIRECTORS' LIABILITY AND INDEMNIFICATION OF AGENTS

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

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, in excess of the

indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

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

