

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Vivendi Universal Interactive Publishing North America	Havas Interactive, Inc.	11/07/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
<b>Name:</b>	Vivendi Universal Games, Inc.
<b>Street Address:</b>	6080 Center Drive
<b>Internal Address:</b>	10th Floor
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90045
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2						
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>2049689</td> </tr> <tr> <td>Registration Number:</td> <td>2049688</td> </tr> </tbody> </table>	Property Type	Number	Registration Number:	2049689	Registration Number:	2049688
Property Type	Number					
Registration Number:	2049689					
Registration Number:	2049688					

CORRESPONDENCE DATA	
Fax Number:	(310)431-2430
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	stacey.gordon@vugames.com
Correspondent Name:	Vivendi Universal Games, Inc.
Address Line 1:	6080 Center Drive
Address Line 2:	10th Floor
Address Line 4:	Los Angeles, CALIFORNIA 90045

ATTORNEY DOCKET NUMBER:	VUG
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NAME OF SUBMITTER:	Rod A. Rigole
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Total Attachments: 6  
 source=Havas to VUIPNA1.tif

CH \$65.00 2049689

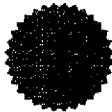
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source=VUIPNA to VUG1.tif  
source=VUIPNA to VUG2.tif  
source=VUIPNA to VUG3.tif

# Delaware

*The First State*

PAGE 1

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 AMENDMENT OF "HAVAS INTERACTIVE, INC.", CHANGING ITS NAME FROM "HAVAS INTERACTIVE, INC." TO "WYVENDI UNIVERSAL INTERACTIVE PUBLISHING NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2001, AT 5:30 O'CLOCK P.M.



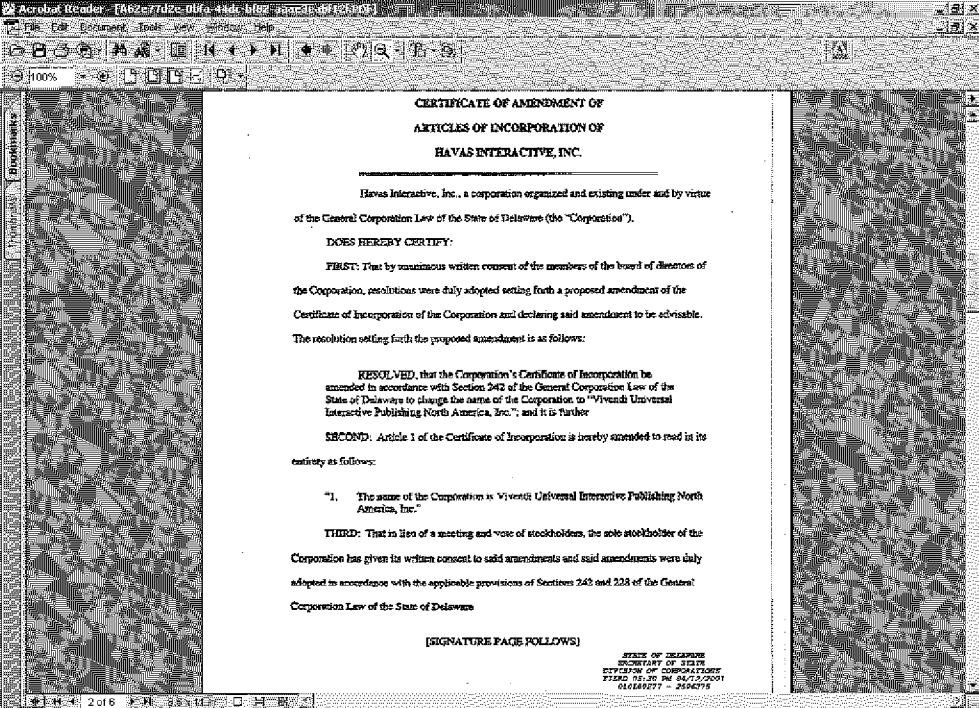
*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

APPROBATION: 1533084

2596375 8100

010676649

DATE: 12-31-01



**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
HAVAS INTERACTIVE, INC.**

Havas Interactive, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent of the members of the board of directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Corporation's Certificate of Incorporation be amended in accordance with Section 242 of the General Corporation Law of the State of Delaware to change the name of the Corporation to "Vivendi Universal Interactive Publishing North America, Inc.", and it is further

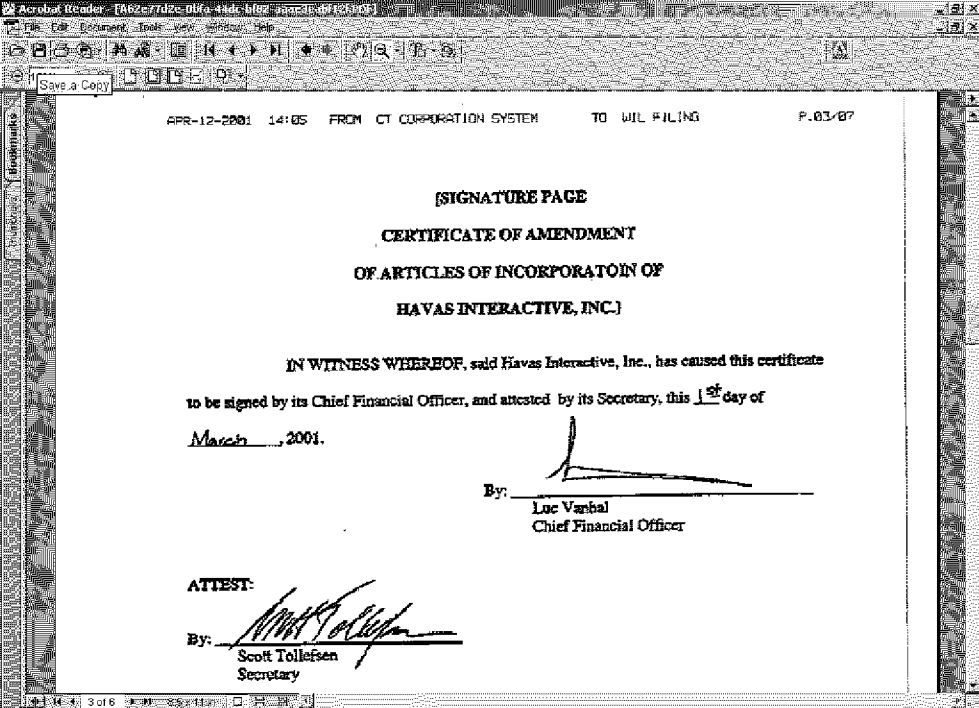
SECOND: Article 1 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"1. The name of the Corporation is Vivendi Universal Interactive Publishing North America, Inc."

THIRD: That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given its written consent to said amendments and said amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 223 of the General Corporation Law of the State of Delaware

[SIGNATURE PAGE FOLLOWS]

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:30 PM 04/15/2001  
CLEVELAND - 264414



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 AMENDMENT OF "VIVENDI UNIVERSAL INTERACTIVE PUBLISHING NORTH AMERICA, INC.", CHANGING ITS NAME FROM "VIVENDI UNIVERSAL INTERACTIVE PUBLISHING NORTH AMERICA, INC." TO "VIVENDI UNIVERSAL GAMES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A. D. 2001, AT 3:48 O'CLOCK P.M.

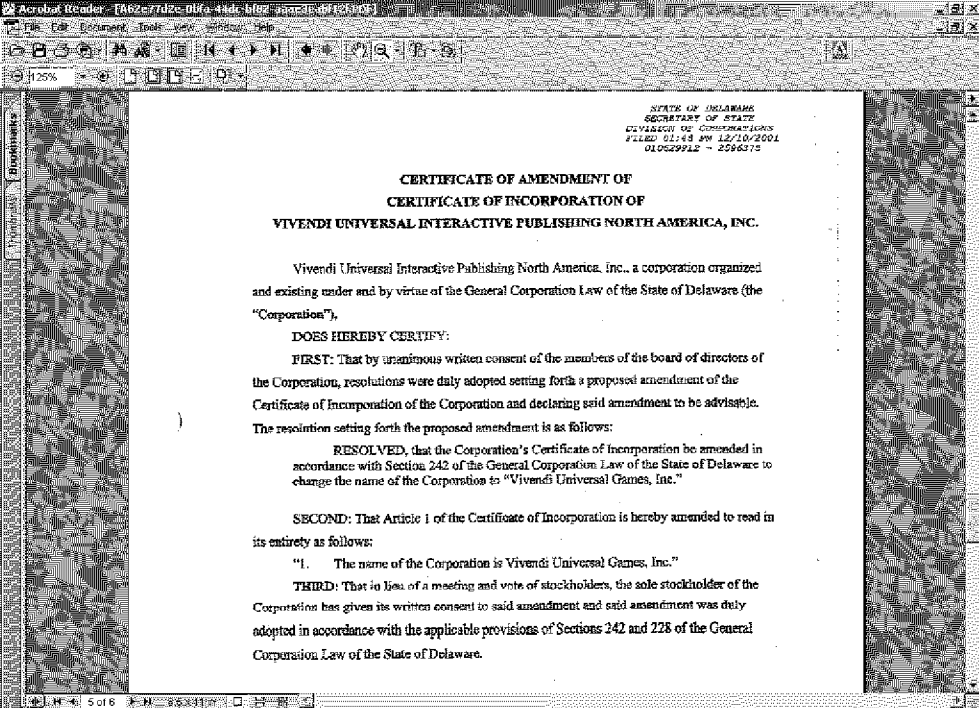
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State

AUTHENTICATOR: 1495184  
 DATE: 12-11-01

2596375 8100  
 010829912



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:43 PM 12/10/2001  
D10629912 - 2566375

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
VIVENDI UNIVERSAL INTERACTIVE PUBLISHING NORTH AMERICA, INC.**

Vivendi Universal Interactive Publishing North America, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That by unanimous written consent of the members of the board of directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Corporation's Certificate of Incorporation be amended in accordance with Section 242 of the General Corporation Law of the State of Delaware to change the name of the Corporation to "Vivendi Universal Games, Inc."

**SECOND:** That Article 1 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"1. The name of the Corporation is Vivendi Universal Games, Inc."

**THIRD:** That in lieu of a meeting and vote of stockholders, the sole stockholder of the Corporation has given its written consent to said amendment and said amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

(SIGNATURE PAGE TO  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
VIVENDI UNIVERSAL INTERACTIVE PUBLISHING NORTH AMERICA, INC.)

IN WITNESS WHEREOF, Vivendi Universal Interactive Publishing North America, Inc.  
has caused this certificate to be signed by its Chairman and Chief Executive Officer, and attested  
by its Secretary, as of the 7th day of November 2001.

By:   
Kenneth W. Cron  
Chairman and Chief Executive Officer

ATTEST:

By:   
Robert D. Marafioti  
Secretary