

08-20-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RE



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

1,025,290,7,1

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):
Infogrames, Inc.

8-15-03

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: Atari, Inc.
Internal Address: _____
Address: _____
Street Address: 417 Fifth Avenue
City: New York 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 6, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1788702

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Leslie Park
 Internal Address: _____

 Street Address: Atari, 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

DO NOT USE THIS SPACE

9. Signature.
 Leslie Park July 29, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

08/19/2003 ECOOPER 00000190 500741 1788702
01 FC:8521 40.00 DA

Not documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002804 FRAME: 0585

Delaware

PAGE 1

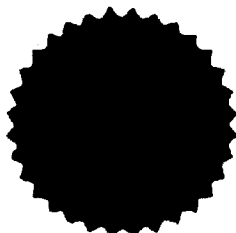
The First State

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 OWNERSHIP, WHICH MERGES:

"ATARI, INC.", A DELAWARE CORPORATION,
WITH AND INTO "INFOGRAMES, INC." UNDER THE NAME OF "ATARI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2003, AT 5:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SIXTH DAY OF MAY, A.D. 2003.

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:14 PM 04/30/2003
FILED 05:46 PM 04/30/2003
SRV 030261384 - 2308286 FILE

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ATARI, INC.

WITH AND INTO

INFOGRAMES, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

INFOGRAMES, INC., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of **ATARI, INC.**, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the Delaware General Corporation Law (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company is the record and beneficial owner of all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on April 29, 2003, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL.

WHEREAS, the Company has formed and owns all of the outstanding shares of the capital stock of Atari, Inc. ("Subsidiary").

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, the undersigned hereby declare that the actions set forth in the following resolutions shall be, and hereby are, authorized, ratified, confirmed and approved in all respects.

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of

common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger, and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that pursuant to Section 253(b) of the DGCL, at the effective time of the Merger, the name of the Company shall be changed to "Atari, Inc." by deleting Article First of the Amended and Restated Certificate of Incorporation of the Company and inserting in lieu thereof a new Article First to read as follows:

"FIRST: The name of the corporation is Atari, Inc."

RESOLVED, that the officers of the Company be, and they hereby are, authorized and directed, in the name and on behalf of the Company to execute and deliver (or cause to be executed and delivered), acknowledge, file and record, as appropriate, all such instruments, agreements, certificates, consents, waivers or other documents, to pay all such fees, expenses and taxes, to do and perform (or cause to be done and performed) all such acts and things, and to take all such further actions, as shall be necessary or advisable to carry out the intent of the foregoing resolutions.

RESOLVED, that the Company is authorized and directed to take any and all actions and to execute and deliver such other documents, approvals, consents and instruments as may be necessary or appropriate to implement any of the foregoing resolutions.

FOURTH: The Company shall be the surviving corporation of the Merger. The name of the surviving corporation shall be amended in the Merger to be "Atari, Inc."

FIFTH: The Amended and Restated Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be amended by deleting Article First and inserting in lieu thereof a new Article First to read "**FIRST:** The name of the corporation is "Atari, Inc.", and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the surviving corporation.

SIXTH: This Certificate of Ownership and Merger shall be effective on May 6, 2003.

IN WITNESS WHEREOF, said the Company has caused its corporate seal to be affixed and this Certificate of Ownership and Merger to be signed by its duly authorized officer on this 30th day of April, 2003.

By: /s/ Denis Guyennot

Name: Denis Guyennot

Title: President, Chief Operating Officer and Secretary