

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Berkeley Systems, Inc.		08/31/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Vivendi Universal Games, Inc.
Street Address:	6060 Center Drive
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90045
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1667378	AFTER DARK

**CORRESPONDENCE DATA**

Fax Number: (310)431-2796  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 310-431-4334  
 Email: terry.kiel@vgames.com  
 Correspondent Name: Rod A. Rigole  
 Address Line 1: 6060 Center Drive, 5th floor  
 Address Line 4: Los Angeles, CALIFORNIA 90045

ATTORNEY DOCKET NUMBER:	CORPORATE
NAME OF SUBMITTER:	Rod A. Rigole
Signature:	/rod a rigole/

CH \$40.00 1667378

Date:

05/12/2007

**Total Attachments: 5**

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# 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:

"BERKELEY SYSTEMS, INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "VIVENDI UNIVERSAL GAMES, INC." UNDER THE NAME OF "VIVENDI UNIVERSAL GAMES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005, AT 2:44 O'CLOCK P.M.

2596375 8100M

070528112



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5655371

DATE: 05-07-07

TRADEMARK  
REEL: 003540 FRAME: 0844

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:44 PM 08/31/2005  
FILED 02:44 PM 08/31/2005  
SRV 050717943 - 2596375 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**OF**  
**BERKELEY SYSTEMS, INCORPORATED**  
**AND**  
**VIVENDI UNIVERSAL GAMES, INC.**

In accordance with Section 253 of the Delaware General Corporation Law, the undersigned, Eric Roeder, being a duly authorized officer of Vivendi Universal Games, Inc., a Delaware corporation, does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations are Berkeley Systems, Incorporated, a Delaware corporation ("Berkeley"), and Vivendi Universal Games, Inc., a Delaware corporation ("VU Games");
2. VU Games owns 100% of the outstanding shares of the common stock of Berkeley which has no shares of any other class or series of stock outstanding;
3. The resolutions to merge Berkeley with and into VU Games were duly adopted by the Board of Directors of VU Games on August 30, 2005;
4. The name of the surviving corporation is Vivendi Universal Games, Inc., a Delaware corporation;
5. The Certificate of Incorporation of VU Games shall be the Certificate of Incorporation of the surviving corporation;
6. The principal place of business of the surviving corporation is 6060 Center Drive, 5<sup>th</sup> Floor, Los Angeles, California 90045.
7. This certificate shall become effective upon filing with the Secretary of State of the State of Delaware.

The undersigned has signed his name and affirmed the statements herein are true to the best of his knowledge, under penalties of perjury, this 31st day of August, 2005.

VIVENDI UNIVERSAL GAMES, INC.  
A Delaware corporation

By: 

Eric Roeder, Assistant Secretary

**VIVENDI UNIVERSAL GAMES, INC.****WRITTEN CONSENT IN LIEU OF SPECIAL MEETING  
OF BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of Vivendi Universal Games, Inc., a Delaware corporation (the "Corporation"), hereby take the following action by unanimous written consent in lieu of a special meeting pursuant to Section 141(f) of the Delaware General Corporation Law and the Corporation's Bylaws and waive any notices required by law with respect thereto:

**MERGER OF BERKELEY SYSTEMS, INC. WITH AND INTO THE CORPORATION.**

WHEREAS, this Board desires to merge Berkeley Systems, Inc., a Delaware corporation and wholly-owned subsidiary (the "Subsidiary") with and into this Corporation; and

WHEREAS, this Board has been presented with a form of Agreement and Plan of Merger between the Corporation and the Subsidiary (the "Agreement"), a copy of which is attached as Exhibit A. In accordance with the Agreement, the Subsidiary will merge with and into this Corporation, the survivor (the "Merger"); and

WHEREAS, upon consummation of the Merger, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of this Corporation shall continue in effect and unimpaired by the Merger, and the corporate franchises, existence and rights of the Subsidiary shall be merged with and into this Corporation and this Corporation shall, as the surviving corporation, be fully vested therewith. The separate existence and corporate organization of the Subsidiary shall cease as of the effective time of the Merger, and all shares of the Subsidiary's capital stock shall be canceled; and

WHEREAS, the Merger will be treated as complete liquidation of subsidiary under Section 332 of the Internal Revenue Code; and

WHEREAS, the Certificate of Incorporation and the Bylaws of this Corporation will continue unimpaired and without modification following the merger of the Subsidiary with and into this Corporation, until they shall be further amended, altered, or restated in accordance with applicable law.

NOW, THEREFORE, BE IT RESOLVED, that this Board hereby authorizes and approves the Merger; and

[VUG BOD Consent]

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RESOLVED FURTHER, that the Agreement, and all related Merger documents be, and they hereby are, approved with whatever amendment, modification, or alteration, the officers of this Corporation, and each of them, deem necessary in their sole discretion; and

RESOLVED FURTHER, that the officers of this Corporation are hereby authorized and directed to execute the documents necessary to give effect to the Merger and take any and all such other action as may be necessary to effectuate the Merger and the actions contemplated hereby in any and all jurisdictions where such action shall be required; and

RESOLVED, FURTHER, that any actions authorized hereunder heretofore taken by the officers, or any of them, be and they hereby are ratified and approved.

#### GENERAL

RESOLVED, that, in addition to the specific authorization heretofore conferred upon the officers of this Corporation, such officers are hereby authorized to do or cause to be done any and all such further acts and things, including the execution and delivery of all such further instruments and documents, that any such officer shall deem necessary, desirable or appropriate in order to carry out the intent and purpose of the foregoing resolutions; and

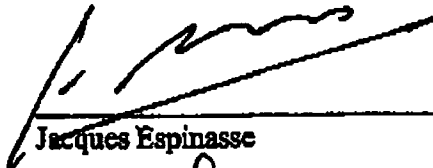
RESOLVED FURTHER, that the members of the Board of this Corporation may adopt this and the foregoing resolutions on the same or separate counterparts hereof, with all such counterparts being together but one and the same instrument. Facsimile signatures will be binding in all respects.

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, directed to file this consent with the minutes of the proceedings of the Board of Directors of this Corporation.

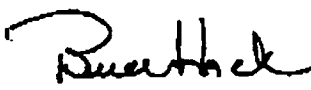
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IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent dated as of the 30th day of August 2005.

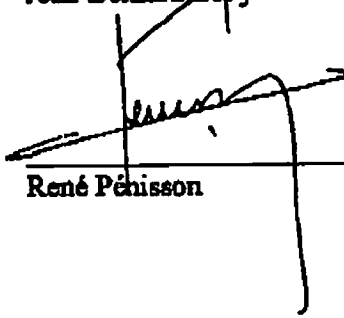
DIRECTORS OF  
VIVENDI UNIVERSAL GAMES, INC.

  
\_\_\_\_\_  
Jacques Espinasse

  
\_\_\_\_\_  
Jean-François Grollemund

  
\_\_\_\_\_  
Bruce Hack

  
\_\_\_\_\_  
Jean-Bernard Levy

  
\_\_\_\_\_  
René Pénisson