

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

11-17-1998



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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): MicroProse, Inc.
Individual(s) Association
General Partnership Limited Partnership
Corporation-State - California
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: MicroProse California, Inc.
Internal Address:
Street Address: 2490 Mariner Square Loop
City: Alameda State: California ZIP: 94501
Individual(s) citizenship:
Association
General Partnership
Limited Partnership
Corporation-State California
Other
If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: November 18, 1997

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
75/319,539
75/417,506
Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andrew P. Bridges/John L. Slafsky
Internal Address:
Wilson Sonsini Goodrich & Rosati
Professional Corporation
Street Address: 650 Page Mill Road
City: Palo Alto State: California ZIP: 94304

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
Enclosed
Authorized to be charged to deposit account
If fee insufficient, please charge
8. Deposit account number:
23-2415 Attn.: 16923-900
(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.
John L. Slafsky
Signature
Date: 11-05-98

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 1814 FRAME: 0389

11/17/1998 JMT/STH
FC:481
FC:482

State of California

SECRETARY OF STATE

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2 pages

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

That the attached transcript 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



Bill Jones

Secretary of State

A500356

ENDORSED
FILED

In the office of the Secretary of State
State of California

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

MICROPROSE, INC.

NOV 18 1997

Bill Jones
BILL JONES, Secretary of State

The undersigned, Stephen Race and Kip Welch, certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of MicroProse, Inc., a California corporation (the "Company").
2. The Articles of Incorporation of the Company are amended and restated in full to read as set forth in Exhibit A attached hereto.
3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of this Corporations Code. The total number of outstanding shares of the Company is One Thousand (1,000) shares of Common Stock. More than 50% of the outstanding shares of Common Stock voted in favor of the amendment. Such amount exceeds the vote required.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

The undersigned further declares 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 his own knowledge.

Date: September 23, 1997

Stephen Race

Stephen Race, Chief Executive Officer

Kip Welch

Kip Welch, Secretary

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NO. 553 P053

P. 03

FAX NO. 5108644604

MICROPROSE, INC. WILSON SONSTINI + 5108644604

APR-30-98 THU 10:40 AM

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICROPROSE CALIFORNIA, INC.**

One: The name of the corporation is MicroProse California, Inc.

Two: 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.

Three: The corporation is authorized to issue One Thousand (1,000) shares of Common Stock.

Four: Section 1. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law (as defined in Section 317(g) of the California Corporations Code or elsewhere).

Section 3. Any repeal or modification of the foregoing provisions of these Articles by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal modification.



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NO. 553 P064

P. 04

FAX NO. 51086444604

MICROPROSE, INC. WILSON SONSINI → 51086444604

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RECORDED: 11/05/1998

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