FORM PTO-1618A Expires 06/30/99 12-07-1998

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X Resubmission (Non-Recordation) Document ID # 100799288	Security Agreement Nunc Pro Tunc Assignment Effective Date
Correction of PTO Error	Merger Month Day Year 9 23 97
Reel # Frame #	X Change of Name
Corrective Document Reel # Frame #	Other
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name MicroProse Inc.	9 23 97
Formerly	
Individual General Partnership	Limited Partnership Corporation Association
Other	
$\overline{\mathrm{X}}$ Citizenship/State of Incorporation/Organiza	tion California
Receiving Party	Mark if additional names of receiving parties attached
Name MicroProse California,	, Inc.
Harrie 1	
DBA/AKA/TA	
Composed of	
Address (line 1) 2490 Mariner Square Lo	oop
Address (line 2) Svite 100	
Address (line 3) Alameda	CA USA 94501
Individual General Partnership X Corporation Association Other	State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
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Correspond	lent Name and Address Area Cod	le and Telephone Number	(212) 735-4133
Name	James Talbot		
Address (line 1)	Skadden, Arps, Slate, N	Meagher & Flom LLF	
ŗ	919 Third Avenue		
Address (line 2)			
Address (line 3)	New York, New York 100	022	
Address (line 4)	USA		
Pages	Enter the total number of pages of the including any attachments.	he attached conveyance de	ocument # 10, 40
Trademark A	Application Number(s) or Regis	tration Number(s)	X Mark if additional numbers attached
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	emark Application Number(s)	Regis	tration Number(s)
75417506	75341838 75341846	1284449	1743989 1632452
75358017	75313417 75319539	2089737	1885078 1819476
75452998		1797144	1678690 1641380
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Method of	Payment: Enclosed X	Deposit Account	440.00**
Deposit A	ccount	-	\$400.00 previously
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attaci	e best of my knowledge and belief, the fo hed copy is a true copy of the original do ated herein.	regoing information is true ai cument. Charges to deposit a	nd correct and any account are authorized, as
Krist	ine Fyfe	Kus total	12/2/98
Name o	of Person Signing	Signature	Date Signed

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Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
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Formerly	
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Receiving Party Enter Additional Receiving Party Ma	rk if additional names of receiving parties attached
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FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 08-24-1998

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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RECORDATION FORM COVER SHEET
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Submission Type	Conveyance Type
X New	Assignment License
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment
Correction of PTO Error	Merger Effective Date Month Day Year
Reel # Frame #	X Change of Name
Corrective Document Reel # Frame #	Other
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name MicroProse, Inc.	09/23/97
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
Citizenship/State of Incorporation/Organiza	tion California
Receiving Party	Mark if additional names of receiving parties attached
Name MicroProse California, Inc.	
DDAMAKATA	
DBA/AKA/TA	
Composed of	
Address (line 1) 2490 Mariner Square Loop	
Address (line 2) Suite 100	
Address (line 3) Alameda	California, USA 94501
Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an
X Corporation Association	appointment of a domestic representative should be attached.
Other	(Designation must be a separate document from Assignment.)
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Correspond	dent Name and Address Area Coo	de and Telephone Number	(212) 735-4133
Name	James Talbot		
Address (line 1)	Skadden Arps Slate Meagher &	Flom LLP, 919 Thir	d Avenue
Address (line 2)	New York, New York 10022		
Address (line 3)	USA		
Address (line 4)			
Pages	Enter the total number of pages of t including any attachments.	the attached conveyance	document # 3
Trademark /	Application Number(s) or Regis	stration Number(s)	X Mark if additional numbers attached
Enter either the	e Trademark Application Number or the Registr	ration Number (DO NOT ENTER	BOTH numbers for the same property).
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75/417,50	06 75/341,838 75/341,846	1,284,449	1,743,989 1,632,452
75/358,0	75/313,417 75/319,539	2,089,737	1,885,078 1,819,476
75/452,99	98	1,797,144	1,678,690 1,641,380
Number of	Properties Enter the total number	er of properties involved.	# 17
Fee Amoun	t Fee Amount for Prope	erties Listed (37 CFR 3.4°	1): \$ \$400.00
	of Payment: Enclosed	Deposit Account	\$ \$400.00
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	Authorizat	tion to charge additional fee	s: Yes No
Statement a	and Signature		
attac	he best of my knowledge and belief, the factorial decided copy is a true copy of the original decided herein.		
Francis H	dsueh #	ani VI	00/12/00
	of Person Signing	Signature	——————————————————————————————————————

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State of California



SECRETARY OF STATE

2 page

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

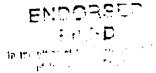
That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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



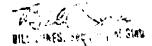
Billens

Secretary of State



AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MICROPROSE, INC.

NOV 1 8 1997



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: Spetember 23, 1997

Stephen Kace, Chief Executive Officer

Kip Welch, Secretary

::UDMAPCDOCRISOLIVI62221V2

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 permissable under California law.

Section 2. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissable 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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RECORDED: 12/03/1998