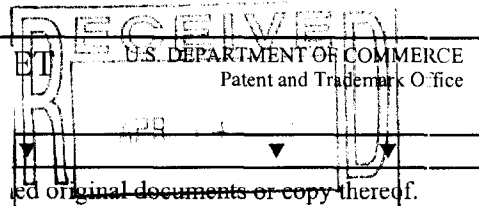


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To the Honorable Commissioner of Patents

ed original documents or copy thereof.

4-14-99

1. Name of conveying party (ies):
Spectrum Holobyte California, 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, Inc.**
 Internal Address: _____
 Street Address: **1027 Newport Avenue**
 City: **Pawtucket** State: **Rhode Island** ZIP: **02862**
 Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **California**
 Other _____

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

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

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
 75/313,416
 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: **1**
 7. Total fee (37 CFR 3.41) **\$ 40.00**
 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 **4-9-99**
 Name of Person Signing Signature Date
 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

State of California



SECRETARY OF STATE

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

JUN 19 1997



Secretary of State

ENDORSED-FI
At the office of the Secretary
of the State of California

JUN 18 1997

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SPECTRUM HOLOBYTE CALIFORNIA, INC.

BILL JONES, Secretary of State

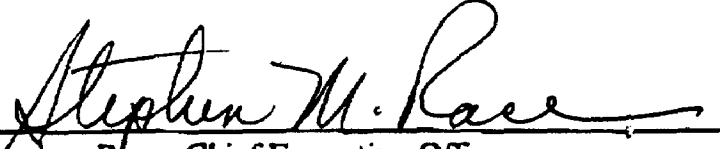
The undersigned, Stephen Race and Greg Kennedy, certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of Spectrum Holobyte California, 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.

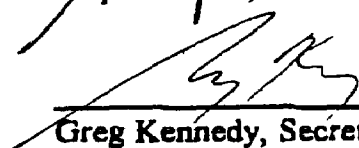
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

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: June 5th, 1997



Stephen Race, Chief Executive Officer



Greg Kennedy, Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICROPROSE, INC.

One: The name of the corporation is MicroProse, 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.