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To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party (ies):

HIAC XI Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Atari Interactive, Inc.

Internal Address: _____

Street Address: 1027 Newport Avenue

City: Pawtucket State: RI ZIP: 02862

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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: May 7, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Andrew P. Bridges

Internal Address: _____

Street Address: Wilson Sonsini Goodrich & Rosati,

650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 3.41)

\$585.00

Enclosed

Authorized to be charged to deposit account

If fee insufficient, please charge:

8. Deposit account number:

23-2415 ATTN: 12258-900

(Attach duplicate copy of this page if paying by deposit account.)

08/16/1999 DCDATES 00000263 1224414

01 FC-401 40.00 DP
02 FC-402 425.00 DP
03 FC-403 120.00 DP

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.

MARY CABANSKI - EVERS

Name of Person Signing

Mary Cabanski - Evers

Signature

July 27, 1999

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

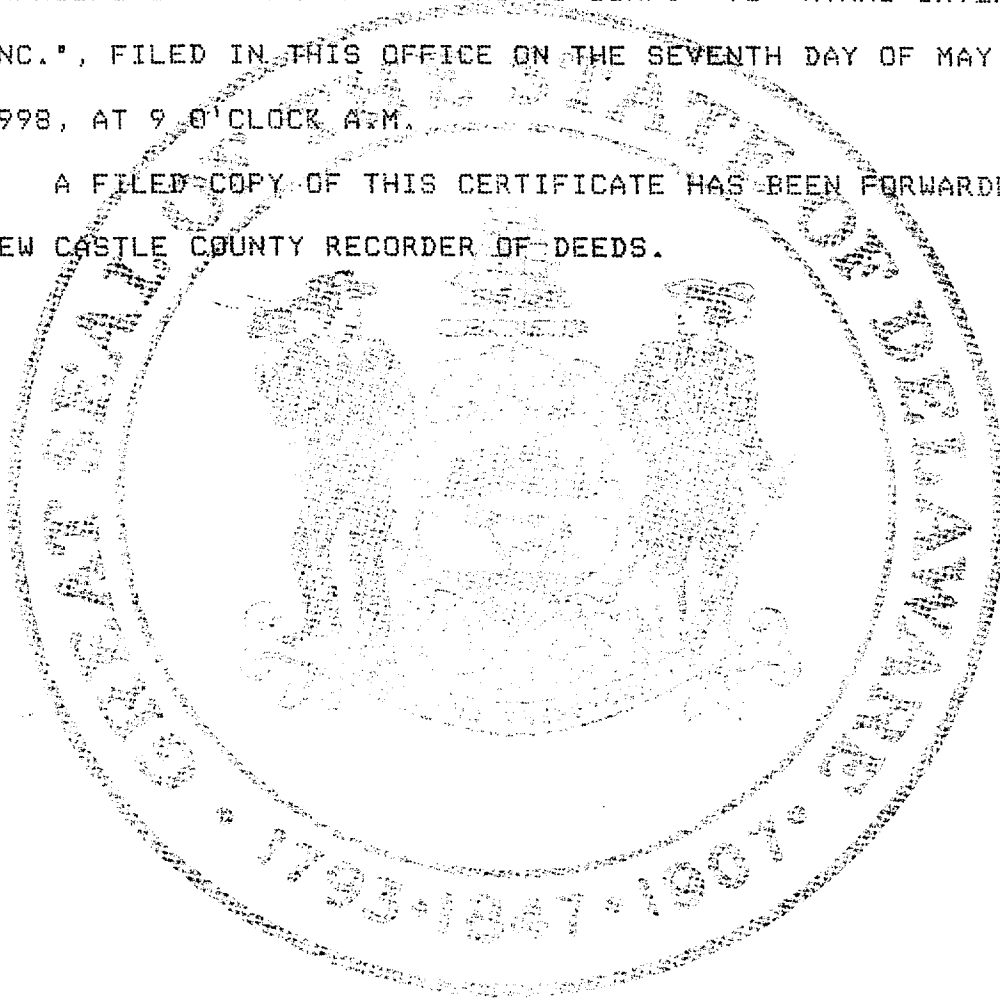
**SCHEDULE OF REGISTRATIONS FOR RECORDATION OF
CHANGE OF NAME FROM HIAC XI CORP. TO ATARI INTERACTIVE, INC.**

Mark	Registration No.
ASTEROIDS	1,224,414
ATARI	1,050,153
ATARI	1,221,509
ATARI	1,280,537
ATARI	1,288,772
ATARI SERVICE AND DESIGN	1,299,090
BATTLEZONE	2,256,508
CENTIPEDE	1,289,146
CRYSTAL CASTLES	1,292,467
DESIGN (FUJI)	1,049,118
DESIGN (FUJI)	1,280,536
DESIGN (FUJI)	1,221,508
MILLIPEDE	1,289,206
MISSILE COMMAND	2,004,406
SUPER BREAKOUT	1,241,326
TEMPEST 2000	1,927,424
WARLORDS	1,218,227
YARS' REVENGE	1,253,091

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HIAC XI CORP.", CHANGING ITS NAME FROM "HIAC XI CORP." TO "ATARI INTERACTIVE, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

9081205

AUTHENTICATION:

05-14-98

DATE:

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981175357



TRADEMARK
REEL: 001916 FRAME: 0484

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
HIAC XI CORP.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

HIAC XI Corp.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

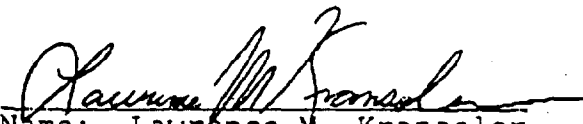
"Article I
Name

The name of the corporation is:

Atari Interactive, Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on April 30, 1998


Name: Lawrence M. Kranseler

Title: Vice President
and Secretary

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