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10-22-1999



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To the Honorable Commissioner of Paten

the attached original documents or copy thereof.

1. Name of conveying party(ies):

and address of receiving party(ies):

MicroProse California, Inc.

10-18-1999

Hasbro Interactive, Inc.

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

Address:

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

Street Address: 1027 Newport Avenue

City: Pawtucket State: RI ZIP: 02862

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

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

If assignee 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) & address(es) attached? Yes No

3. Nature of conveyance:

MPD 10 18 99

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 17, 1999

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

A. Trademark Application No.(s)

75/313416

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Street Address: 650 Page Mill Road

City: Palo Alto State: CA 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

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

Name of Person Signing

Signature

October 13, 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

10/21/1999 MTHA11 00000200 75313416

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40.00 OP

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 OWNERSHIP, WHICH MERGES:

"MICROPROSE CALIFORNIA, INC.", A CALIFORNIA CORPORATION,

"MICROPROSE SOFTWARE, INC.", A MARYLAND CORPORATION,

"MICROPROSE TEXAS, INC.", A DELAWARE CORPORATION,

"SIDCO, INC.", A MARYLAND CORPORATION,

"SPECTRUM HOLOBYTE ACQUISITION CORPORATION", A CALIFORNIA CORPORATION,

"STEALEY, INC.", A MARYLAND CORPORATION,

WITH AND INTO "HASBRO INTERACTIVE, INC." UNDER THE NAME OF "HASBRO INTERACTIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2569583 8100M

991379671

AUTHENTICATION: 9967001

DATE: 09-13-99

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MicroProse Software, Inc. (a Maryland corporation), Stealey, Inc. (a Maryland corporation), Sidco, Inc. (a Maryland corporation), MicroProse California, Inc. (a California corporation), Spectrum Holobyte Acquisition Corporation (a California corporation), and MicroProse Texas, Inc. (a Delaware corporation).

into

Hasbro Interactive, Inc.

(a Delaware corporation)

It is hereby certified that:

1. Hasbro Interactive, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of MicroProse Software, Inc., Stealey, Inc. and Sidco, Inc., which are business corporations of the State of Maryland, MicroProse California, Inc. and Spectrum Holobyte Acquisition Corporation, which are business corporations of the State of California, and MicroProse Texas, Inc. which is a business corporation of the State of Delaware (together, the "Subsidiaries").
3. The laws of the jurisdiction of organization of each of the Subsidiaries permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges each of the Subsidiaries into the Corporation.
5. The following is a copy of the resolutions adopted as of July 30, 1999 by the Board of Directors of the Corporation to merge the said Subsidiaries into the Corporation:

RESOLVED that each of MicroProse Software, Inc., Stealey, Inc., Sidco Inc., MicroProse California, Inc., Spectrum Holobyte Acquisition Corporation, and MicroProse Texas, Inc. (together, the "Subsidiaries") be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of the Subsidiaries be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each Subsidiary in its name.

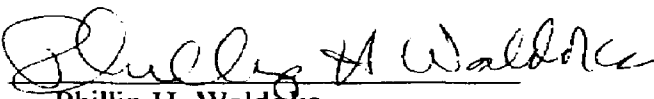
RESOLVED that this Corporation assume all of the obligations of each Subsidiary.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the States of Maryland and California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdictions of organization of each Subsidiary and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be August 31, 1999, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed August 2, 1999.

HASBRO INTERACTIVE, INC.

By: 
Phillip H. Waldoks
Senior Vice President - Corporate
Legal Affairs and Secretary

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