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FILED
In the office of the Secretary of State
of the State of California
OCT 4 1976
MARCH FONG EU, Secretary of State
By [signature]
Deputy

CERTIFICATE OF MERGER

OF

ATARI, INC.

(A California Corporation)

INTO

WCI GAMES INC.

(A Delaware Corporation)

WCI GAMES INC. ~~WCI Games Inc.~~, a corporation formed under the laws of the State of Delaware, desiring to merge, pursuant to the provisions of Section 252(c) of the General Corporation Law of the State of Delaware, with Atari, Inc., a corporation formed under the laws of the State of California, DOES HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each constituent corporation are:

NAME	STATE OF INCORPORATION
WCI GAMES INC. ~~WCI Games Inc.~~	Delaware
Atari, Inc.	California

SECOND: That the Delaware corporation shall be the Surviving Corporation.

THIRD: That an Agreement of Merger has been approved, adopted, certified, executed and acknowledged

by each constituent corporation in accordance with the Delaware General Corporation Law and the California Corporations Code.

FOURTH: That the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of ~~WCI Games Inc~~ WCI GAMES INC. (the Delaware corporation) and that it shall be deemed amended hereby, as provided in the Agreement of Merger, to delete Article FIRST and FOURTH thereof as they now exist and to insert new Articles FIRST and FOURTH, reading in their entirety as follows:

> "FIRST: The name of the corporation is Atari, Inc. (hereinafter referred to as the 'Corporation').
>
> "FOURTH: The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares, consisting of One Thousand (1,000) shares of Common Stock, par value $1.00 a share.

FIFTH: That an executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation, at 1265 Borregas Avenue, Sunnyvale, California, and that a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SIXTH; That the authorized capital stock of Atari, Inc., the California corporation, is 7,500,000 common shares at no par value and 36,750 convertible preferred shares, $20. par value.

IN WITNESS WHEREOF, WCI GAMES INC. ~~WCI Games Inc.~~, a Delaware corporation, the Surviving Corporation in the merger, has caused this Certificate to be executed by its officers thereunto duly authorized this 14th day of October, 1976.

WCI GAMES INC.

By _____
President

[Corporate Seal]

Attest:

_____
Assistant Secretary

SEP 24 1976

STATE OF CALIFORNIA
FRANCHISE TAX BOARD
SACRAMENTO, CALIFORNIA 95857
TELEPHONE (916) 355-0895

Tax Clearance Certificate

September 22, 1976

Kadison, Pfaelzer, Woodard, Quinn & Rossi
611 West Sixth St
Twenty-Third Floor
Los Angeles, CA 90017

ISSUED TO: ATARI INC
Corporation No. 6545420

This certificate expires on March 15, 1977.

THIS IS TO CERTIFY THAT all taxes imposed on the above-named corporation under the Bank and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

Every corporation qualified to do business in this State is required to file a return and pay at least the minimum tax annually until it is dissolved or withdrawn through the office of the Secretary of State. The issuance of this certificate does not relieve the taxpayer, or any person liable at law or in equity, of the liability for filing any return or the payment of any taxes which may have accrued prior to the effective date of dissolution or withdrawal as recorded by the Secretary of State.

A copy of this tax clearance certificate has been sent to the office of the Secretary of State at Sacramento, California. The original of this certificate may be retained for the files of the corporation.

The issuance of a tax clearance certificate does not automatically dissolve (or withdraw) the corporation but is only one step in the process. Dissolution proceedings are a function of the office of the Secretary of State (111 Capitol Mall, Sacramento, CA 95814), and it is the responsibility of the corporation to complete the procedure.

FRANCHISE TAX BOARD

By [signature]
Authorized Signature
Corporation Audit
Tax Clearance Unit

Br 11 cm

FTB 2570 (3-74)

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