

ATARI GAMES CORPORATION

A295934

FILED
In the office of the Secretary of State
of the State of California

MAR 26 1985

MARCH FONG EU, Secretary of State

By Shirley
Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

Hideyuki Nakajima certifies that:

1. I am the President and the Secretary of AT Games Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"The name of this corporation is ATARI GAMES CORPORATION."
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of this corporation is 910,000. The number of shares voting in favor of the amendment equal or exceeded the vote required. The percentage vote required was more than 50%.

I declare under penalty of perjury under the laws of the State of California that the matter set forth in this certificate are true and correct of my own knowledge.

Dated: February 19, 1985.

Hideyuki Nakajima



WARNER COMMUNICATIONS INC.

Legal Department

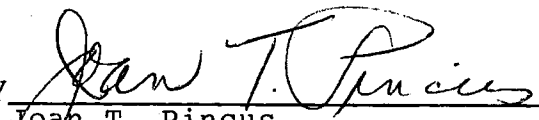
Secretary of State
State of California

Gentlemen:

This is to certify that Atari Holdings, Inc. hereby grants its consent to the use of the name ATARI GAMES CORPORATION in your State. The use of this name by Atari Games Corporation will in no way interfere or conflict with the name of the corporation first mentioned above.

ATARI HOLDINGS, INC.

By


Joan T. Pincus
Assistant Secretary