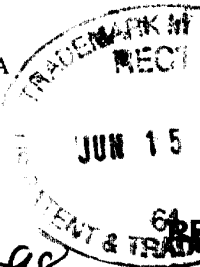


FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



07-10-1998



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U.S. Department of Commerce  
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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:  
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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1867082"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1892714"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

George M. Borababy

Name of Person Signing



Signature

6/1/98

Date Signed

157473-S  
192867-NS  
202293-NS

**ARTICLES OF MERGER**

**OF**

**First Gear Management Company, an Iowa Corporation;**

**First Gear LLC, a Wyoming Limited Liability Company; and**

**First Gear Company, Inc., an Iowa Corporation**

**TO THE SECRETARY OF STATE OF IOWA:**

I. Pursuant to Section 1105 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Articles of Merger. The Plan of Merger is as follows:

1. Agreement To Merge. The Constituent Entities hereby agree that First Gear Company, Inc. and First Gear LLC (the "Disappearing Entities") shall be merged into First Gear Management Company (the "Surviving Entity").

2. Name of Merged Entity. The name of the Surviving Entity shall be changed from First Gear Management Company to First Gear, Inc.

3. State of Incorporation. The state of incorporation and the laws to which the Surviving Entity will be subject is the State of Iowa.

4. Conversion of Shares. As of the Effective Date, each shareholder of First Gear Company, Inc. will receive one (1) share of First Gear Management Company for each one (1) share of First Gear Company, Inc. now owned by the shareholder. As of the Effective Date, each Member of First Gear LLC will receive one (1) share of First Gear Management Company for each one percent Membership Interest now owned by the Member in First Gear LLC.

5. Upon the Effective Date of the merger, Article I of the Articles of Incorporation of First Gear Management Company is hereby amended to change the name of the corporation as follows:

"Article I. The name of the corporation shall be First Gear, Inc."

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II. A. The designation, number of outstanding shares or Membership Interests and the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan as to each entity is as follows:

First Gear Management Company:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON ARTICLES
Common	1,000	1,000

First Gear Company, Inc:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON ARTICLES
Common	200	200

First Gear LLC:

DESIGNATION OF GROUP	MEMBERSHIP INTERESTS	VOTES ENTITLED TO BE CAST ON ARTICLES
All members in proportion to the Membership Interests owned	100	100

B. The number of votes cast for and against the Plan by each voting group entitled to vote separately on the Plan is as follows:

First Gear Management Company:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Common	1,000	0

0539

First Gear Company, Inc.:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Common	200	0


First Gear LLC:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Membership Interests	100	0

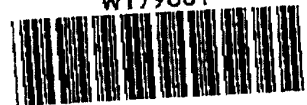
III. Effective Date. The effective date and time of this document is May 1, 1998 at 12:01 A.M.

First Gear Management Company

By:


  
Richard E. Knight, Secretary

FILED  
IOWA  
SECRETARY OF STATE  
4-28-1998  
8:24 AM  
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STATE OF IOWA  
Secretary of State Office

# *66657*

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning *28th* day of *April* 19*98* to and including the date below

DATED *May 26* 19*98*

*Paul D. Tate*  
Secretary of State

BY: *J. Russell*  
*3 p*

