

08-07-1998

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Attorney Docket No. 812247/53362

MIRCO 7-31-98

To the Honorable Commissioner of Patents

100787457

original document or copy thereof

1. Name of conveying party(ies):

Veldman's Equipment, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 17, 1998

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

Name: The Tire Rack, Inc.

AUG 3

Internal Address: _____

Street Address: 777 West Chippewa Avenue

City South Bend State IN ZIP 46614

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,111,734

Additional numbers attached? Yes No

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

Name: Gerard T. Gallagher

Internal Address: Barnes & Thornburg

Street Address: 600 1st Source Bank Center
100 North Michigan Street

City South Bend State Indiana ZIP 46601

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-*SHORTAGES*

8. Deposit account number:

02-1007/812247/53362 *SHORTAGES ONLY*

(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.

Gerard T. Gallagher

Name of Person Signing

Signature

July 31, 1998

Date

08/05/1998 SSNITH 00000037 2111734

01 FC:481

Total number of pages including cover sheet, attachments and document: _____

3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

VELDMAN'S EQUIPMENT INC

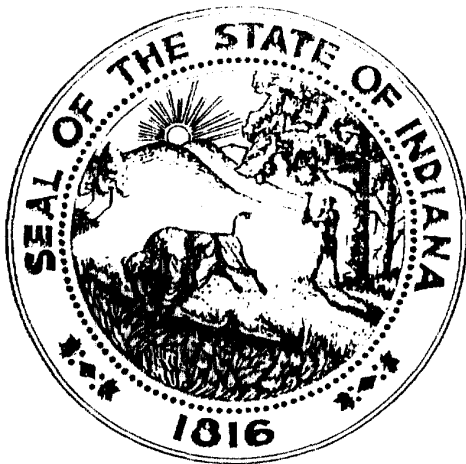
and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

THE TIRE RACK, INC.

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is June 17, 1996.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Seventeenth day of June, 1996.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

AK
Deputy

AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF VELDMAN'S EQUIPMENT, INC.

1. Name. The name of the corporation is VELDMAN'S EQUIPMENT, INC. (the "Corporation").

2. The Amendments. Article I of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read:

Article I. Name.

The name of the Corporation is THE TIRE RACK, INC.

Article III of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read:

Article III. Amount of Capital Stock.

The total number of shares which the Corporation has authority to issue is 1,000,000 shares, no par value per share.

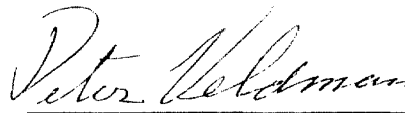
3. Board Action. The Board of Directors by written consent dated April 30, 1998, approved the Amendments set forth above, and directed that they be submitted to a vote of the shareholders of the Corporation.

4. Shareholder Action. On April 30, 1998, the Amendments set forth above were approved, by the unanimous written consent of all the shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned executes these Amendments to the Articles of Incorporation of the Corporation and certifies to the truth of the facts herein stated this 6th day of June, 1998

VELDMAN'S EQUIPMENT, INC.

By:



Peter Veldman, President

SBDS02 JCS 143571

TRADEMARK
REEL: 1764 FRAME: 0862

BARNES & THORNBURG

600 1st Source Bank Center
100 North Michigan
South Bend, Indiana 46601-4632 U.S.A.
(219) 233-1171
Fax (219) 237-1125

<http://www.btlaw.com>

July 31, 1998

Commissioner of Patents
and Trademarks
Washington, D.C. 20231
BOX ASSIGNMENTS

VIA EXPRESS MAIL
NO. TB619598056US

Re: **U.S. Trademark Applications**
Serial No. 75/209,601
Mark: TYPHOON
Our Reference: 812247/53422

Serial No. 75/215,255
Mark: TR MOTORSPORTS
Our Reference: 812247/53421

Serial No. 75/406,281
Mark: THE WHEEL RACK
Our Reference: 812247/53588

U.S. Trademark Registrations
No. 1,305,445
Mark: TELETIRE
Our Reference: 812247/53258

No. 1,414,570
Mark: THE TIRE RACK
Our Reference: 812247/53117

No. 1,986,369
Mark: PERFORMANCE TIRE AND WHEEL SPECIALISTS
Our Reference: 812247/53059

No. 2,083,058
Mark: UPDATE
Our Reference: 812247/53266

No. 2,102,612
Mark: INSIDE TRACK
Our Reference: 812247/53265

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No. 1,880,524
Mark: MODA
Our Reference: 812247/52927

No. 2,111,734
Mark: GARA
Our Reference: 812247/53362

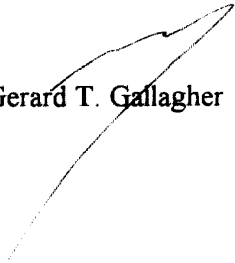
Dear Sir:

Enclosed for filing are Form PTO-1594 Recordation Form Cover Sheet, Articles of Amendment to the Articles of Incorporation of Veldman's Equipment, Inc. reflecting the name change of Veldman's Equipment, Inc. to The Tire Rack, Inc., and a check in the amount of \$400.00 representing the recordation fee for each of the above-referenced marks.

Please confirm receipt by date stamping the enclosed filing receipt cards and return same to our offices. Please charge any underpayments to Barnes & Thornburg's Deposit Account No. 02-1007/812247/53422.

Very truly yours,

BARNES & THORNBURG


Gerard T. Gallagher

GTG:jm
Enclosures
cc: Mr. Thomas F. Veldman

SBDS02 GTG 149683

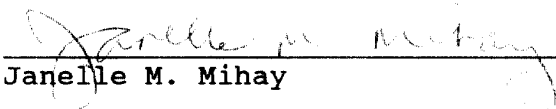
BARNES & THORNBURG

TRADEMARK
REEL: 1764 FRAME: 0864

Attorney Docket No. 812247/53422/53421/53588/53258/
53117/53059/53266/53265/52927/53362
TRADEMARK

CERTIFICATE OF MAILING

The undersigned, Janelle M. Mihay, certifies that the foregoing Form PTO-1594 Recordation Form Cover Sheet, Articles of Amendment to Articles of Incorporation of Veldman's Equipment, Inc. and check in the amount of \$400.00 for recordation thereof, have been served upon the Commissioner of Patents and Trademarks by depositing the same in the United States Mail, via Express Mail No. TB619598056US this 31st day of July, 1998.



Janelle M. Mihay

SBDS02 GIT 149697

RECORDED: 07/31/1998

TRADEMARK
REEL: 1764 FRAME: 0865