

08-07-1998



Attorney Docket No. 812247/53059

To the Honorable Commissioner of Patents and Trademarks

100787453

Original documents or copy thereof

MRD 8-3-98

1. Name of conveying party(ies):

Veldman's Equipment, Inc.

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

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

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

3. Nature of conveyance:

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

Execution Date: June 17, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,986,369

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:

02-1007/812247/53059 *SHORTAGES ONLY*

(Attach duplicate copy of this page if paying by deposit account)

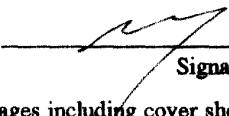
DO NOT USE THIS SPACE

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 80NITH 00000041 1986369

Total number of pages including cover sheet, attachments and document: 3

01 FC1401

40.00 UP

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

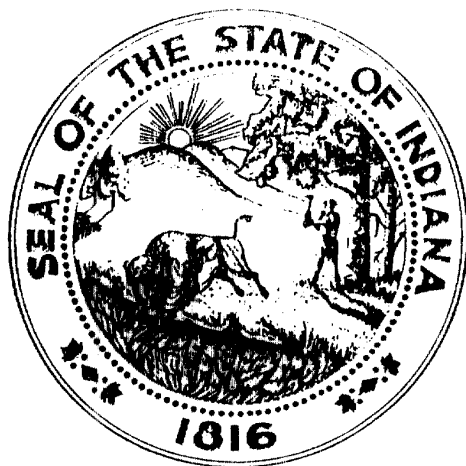
and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

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, 1998.



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, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

TRADEMARK
REEL: 1764 FRAME: 0879

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
Peter Veldman, President

SBDS02 JCS 143571

RECORDED: 08/03/1998

TRADEMARK
REEL: 1764 FRAME: 0880