

FORM PTO-1618A
Expires 06/30/99
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TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Submission Type

- New
- Resubmission
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
- Change of Name Month Day Year
- Other 06 17 98

Conveying Party

Mark if additional names of conveying parties attached

Name CARQUARTERS, INC.
Formerly

Execution Date
Month Day Year
05 29 98

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

Receiving Party

Mark if additional names of receiving attached

Name STERLING COLLISION CENTERS, INC.

DBA/AKA/TA

Composed of

Address (line 1) 6 Huron Drive

Address (line 2)

Address (line 3) Natick MA 01760
City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

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

TRADEMARK
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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 (617) 570-1000

Name Joan C. Kelleher
Address (line 1) Goodwin, Procter & Hoar LLP
Address (line 2) Exchange Place
Address (line 3) 53 State Street
Address (line 4) Boston, MA 02109-2881

Pages

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

3

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)

See attached schedule

Number of Properties

Enter the total number of properties involved

9

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 240.00

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:

07-1700

Authorization to charge additional fees:

Yes



No

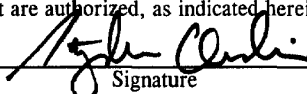


Statement and Signature

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.

Stephen G. Charkoudian

Name and Person Signing



Signature

8/13/98

Date Signed

SCHEDULE

<u>APPLICATION NO.</u>	<u>FILING DATE</u>	<u>TRADEMARK</u>
75/388,738	Nov. 12, 1997	CARQUARTERS
75/475,535	April 28, 1998	PLATINUM REPAIRS
75/475,761	April 28, 1998	PLATINUM DIRECT REPAIR SERVICE
75/485,632	May 15, 1998	STERLING COLLISION CENTERS
75/489,333	May 21, 1998	STERLING AUTO BODY
75/495,267	June 1, 1998	ANYWHERE ELSE WOULD BE AN ACCIDENT
75/501,015	June 12, 1998	STERLING AUTOBODY AND DESIGN
75/501,542	June 12, 1998	STERLING AND DESIGN
75/501,546	June 12, 1998	DESIGN

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CARQUARTERS, INC.", CHANGING ITS NAME FROM "CARQUARTERS, INC." TO "STERLING COLLISION CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 1998, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9236237

TRADEMARK

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08-05-98

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CARQUARTERS, INC.

CARQUARTERS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors has duly adopted a resolution in accordance with Section 242 of the DGCL (i) proposing that the Amended and Restated Certificate of Incorporation of the Corporation be amended, (ii) declaring such amendment to be advisable and in the best interests of the Corporation, and (iii) directing that such amendment be submitted to and be considered by the stockholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such stockholders. Pursuant to such resolution, the Amended and Restated Certificate of Incorporation shall be amended as follows:

ARTICLE I

Name

The name of the Corporation is Sterling Collision Centers, Inc.

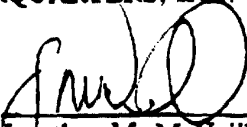
SECOND: That thereafter, pursuant to the resolution of its Board of Directors certified to in the preceding paragraph, the proposed amendment as set forth in this Certificate of Amendment to the Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Corporation entitled to vote thereon by the Board of Directors, who recommended such amendment as being advisable and in the best interests of the Corporation,

and such amendment was duly adopted by the stockholders of the Corporation in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by Jonathan M. McNeill, its President, this 21th day of May, 1998, which signature constitutes the affirmation and acknowledgment of such officer under the penalties of perjury, that this instrument is the act and deed of the Corporation and that the facts herein are true.

CARQUARTERS, INC.

By:


Jonathan M. McNeill
President

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