

MRD
10-6-98

RE

03-22-1999



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To the Assistant Commissioner for Trademarks: Ple

100941246

1 Name of conveying party(ies):
HCAC, Inc.

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

Additional name(s) of conveying party(ies) attached? yes no

3 Nature of conveyance: 33

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

Execution Date: 12/17/97

2. Name and address of receiving party(ies):
Name: Royce Union Bicycle Company

Internal Address: _____
 Street Address: 225 Byers Road
 City: Miamisburg State: OH Zip: 45342

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

A Trademark Application No.(s)

75/097,530
75/403,224

TM

B. Trademark Registration No.(s)

695,557 1,026,164
878,075 1,709,314

Additional numbers attached? yes no

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

Name: Stacey M. Heiser
 Internal Address: Huffy Corporation
 Street Address: 225 Byers Road
 City: Miamisburg State: OH Zip: 45342

6. Total number of applications and registrations involved:..... 6

7 Total fee (37 CFR 3.41): \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

Fee enclosed

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.

Stacey M. Heiser

Name of Person Signing

Stacey M Heiser

Signature

10-6-98

Date

Total number of pages comprising cover sheet: 3



The State of Ohio

Bob Taft

Secretary of State

998998

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMD CHN

of:

ROYCE UNION BICYCLE COMPANY FORMERLY HCAC, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6180 at Frame 1053 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 24TH day of DEC ,

A.D. 19 97 .

Bob Taft

Bob Taft
Secretary of State



C-106 BOB TAFT
Secretary of State

Charter # 998998
Approved by [Signature]
Date 12-24-97
Fee 35-
97122601201

CERTIFICATE OF AMENDMENT
(By Shareholders)
TO THE ARTICLES OF INCORPORATION OF

HCAC, INC.

The undersigned, the President and Secretary of the above named Ohio corporation organized for profit, do hereby certify that: [Choose appropriate statement]

a meeting of the shareholders was duly called and held on _____, 19____, at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise ____% of the voting power of the corporation,

in a writing signed by all of the shareholders who would be entitled to a notice of a meeting held for that purpose, the following resolution was adopted to amend the Articles:

RESOLVED, that Article First of HCAC, Inc.'s Articles of Incorporation be and hereby is amended to read in its entirety as follows:

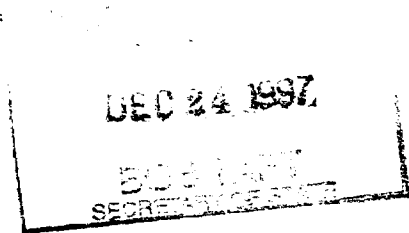
"FIRST: The name of the corporation is Royce Union Bicycle Company."

IN WITNESS WHEREOF, the above-named officers, acting for and on behalf of the corporation, have subscribed their names this 17th day of December, 1997.

By: [Signature: Thomas A. Frederick]
[Chairman, President or Vice-President]

By: [Signature: Kayla Richard]
[Secretary or Assistant Secretary]

NOTE: Ohio law does not permit one officer to sign in two capacities. Two separate signatures are required, even if this necessitates the election of a second officer before the filing can be made.



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