

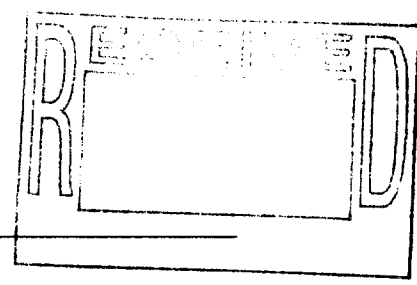
8-27-99

09-07-1999

REC



101136658



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

Sir:

Please record the attached original document or copy thereof.

1. Name of Conveying Party(ies):  
Duck Ventures, Inc.,  
an Arizona corporation
2. Name and address of Receiving Party(ies):  
Ugly Duckling Car Sales and Finance Corporation,  
an Arizona corporation  
2525 E. Camelback Road, Suite 500  
Phoenix, Arizona 85016
3. Nature of conveyance:  
Change of Name per Articles of Amendment adopted October 23, 1998
4. Registration numbers against which the assignment is to be recorded:
  - A. Service Mark Registration No.: 1,734,163  
Registration Date: November 17, 1992  
Service Mark: UGLY DUCKLING
  - B. Service Mark Registration No.: 2,021,086  
Registration Date: December 3, 1996  
Service Mark: PUTTING YOU ON THE ROAD TO GOOD CREDIT
5. Name and address of party to whom correspondence concerning document should be mailed:

Charles E. Cates  
Cates & Holloway  
6340 East Thomas Road, Suite 228  
Scottsdale, Arizona 25251  
Tel: (602) 248-0982

09/03/1999 DNGUYEN 00000128 1734163

Q1 FC:481 40.00 OP  
Q2 FC:482 25.00 OP

Repln. Ref: 09/03/1999 DNGUYEN 0009370500  
P# 031133 Name/Number: 1734163  
FC: 704 \$15.00 CR

6. Total number of applications and/or registrations involved: 2

Total Fee: (37 CFR 3.41) \$80.00

- Check Enclosed  
 Authorized to be charged to Deposit Account No. 03-1133, Charles E. Cates.  
 Any deficiency may be charged, or overpayment credited, to Deposit Account No. 03-1133, Charles E. Cates.

7. The date the amendment was adopted: October 23, 1998.

8. The receiving party is domiciled in the United States.

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 certified copy of the original Articles of Amendment.

Respectfully submitted,  
CATES & HOLLOWAY

By Charles E. Cates

Charles E. Cates  
Registration No. 25,838  
6340 E. Thomas Road  
Suite 228  
Scottsdale, Arizona 85251  
(602)248-0982

Dated this 23 day of Aug., 1999.

ARTICLES OF AMENDMENT  
OF

RECEIVED  
AT CORP COMMISSION  
FILED

Oct 28 2 07 PM '98

Duck Ventures, Inc.  
[Name of Corporation]

APPROVED BY: M. Baines  
DATE: 10-28-98

0522862-9

1. The name of the corporation is Duck Ventures, Inc.
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3.  The amendment does not provide for an exchange, reclassification or cancellation of 7,821,000 issued shares.
  - Exhibit A contains provisions for implementing the exchange, reclassification or cancellation of issued shares provided for therein.
  - The amendment provides for exchange, reclassification or cancellation of issued shares. Such actions will be implemented as follows:

4. The amendment was adopted the 23rd day of October, 1998.
5.  The amendment was adopted by the  incorporators  board of directors without shareholder action and shareholder action was not required.
  - The amendment was approved by the shareholders. There is (are) one voting groups eligible to vote on the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows:

The voting group consisting of \_\_\_\_\_ outstanding shares of \_\_\_\_\_ [class or series] stock is entitled to \_\_\_\_\_ votes. There were \_\_\_\_\_ votes present at the meeting. The voting group cast \_\_\_\_\_ votes for and \_\_\_\_\_ votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

CF: 0040  
Rev: 1/96

(ARIZ. - 82 - 1/1/96)

**EXHIBIT A**  
**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DUCK VENTURES, INC.**

Pursuant to Arizona Revised Statutes, Section 10-061, Duck Ventures, Inc. (the "Corporation") declares and submits these Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Duck Ventures, Inc.
2. The Articles of Incorporation are amended by the amendment and restatement of Article I thereof as follows:

**ARTICLE I**

The name of the Corporation is Ugly Duckling Car Sales and Finance Corporation. *W/TET*

3. The foregoing amendment is approved by the sole director of the Corporation as of the date hereof, which approval is evidenced by the director's execution hereof. The foregoing amendment is approved by the holder of all 7,821,000 issued and outstanding shares of the Corporation as of the date hereof, which approval is evidenced by the sole shareholder's execution hereof.

Date: October 23, 1998

CORPORATION:

Duck Ventures, Inc.  
an Arizona corporation

By: 

Name: J.D. Chinger

Its: Secretary

DIRECTOR:

  
Gregory B. Sullivan

SHAREHOLDER:

Ugly Duckling Corporation  
a Delaware corporation

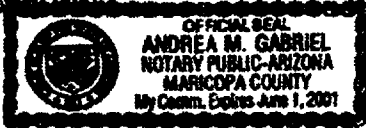
By: 

Steven P. Johnson  
Sr. Vice President/Secretary

DV.OM.AMEND.DOC

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

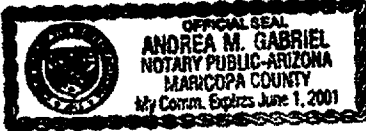
ACKNOWLEDGED before me this 23<sup>rd</sup> day of October, 1998 by Jowd. Ehlinger as secretary of Duck Ventures, Inc., an Arizona corporation.

Andrea M. Gabriel  
Notary Public  


My Commission Expires:  
6/01/01

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

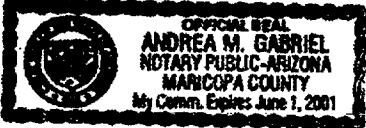
ACKNOWLEDGED before me this 23<sup>rd</sup> day of October, 1998 by Gregory B. Sullivan, as the sole director of Duck Ventures, Inc.

Andrea M. Gabriel  
Notary Public  


My Commission Expires:  
6/01/01

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

ACKNOWLEDGED before me this 23<sup>rd</sup> day of October, 1998 by Steven P. Johnson as Sr. Vice President and Secretary of Ugly Duckling Corporation, a Delaware corporation, the sole shareholder of Duck Ventures, Inc.

Andrea M. Gabriel  
Notary Public  


My Commission Expires:  
6/01/01

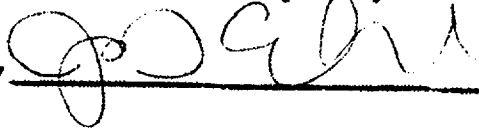
The voting group consisting of 7,821,000 outstanding shares of  
Common [class or series] stock is entitled to 7,821,000 votes. There were  
7,821,000 votes present at the meeting. The voting group cast 1,000 votes  
for and 0 votes against approval of the amendment. The number of votes cast for  
approval of the amendment was sufficient for approval by the voting group.

DATED as of this 23rd day of October, 1998

Duck Ventures, Inc.

[name of corporation]

By



Jon D. Ehlinger - Secretary

[name]

[title]