

4.25.00

05-15-2000



FORM PTO-1594  
(Rev. 6-93)

RECORDATION FORM COVER SHEET

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OMB No. 0651-0011 (exp. 4/94)  
Tab settings ⇌ ⇌

TRADEMARKS ONLY

5429

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

APR 25 PM 3:38

1. Name of conveying party (if any)  
World of Racing, Inc.  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State of North Carolina  
 Other \_\_\_\_\_  
 Additional name(s) of conveying party(ies) attached?  Yes  No

OPR/FINANCE

2. Name and address of receiving party(ies)  
 Name: Racing Champions South, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 149 Gasoline Alley Drive  
 City: Mooreville State: NC Zip: 28117  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership  
 Limited Partnership  
 Corporation - North Carolina  
 Other  
 If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations 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: December 31, 1998

4. Application number(s) or patent number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
2,172,569  
 Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved: ..... 1

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Peter W. Becker, Esq.  
 Internal Address: Reinhart, Boerner, Van Deuren  
Norris & Rieselbach, s.c.  
P.O. Box 514000  
Milwaukee, WI 53203-3400  
 Street Address: 1000 North Water Street, Ste. 2100  
 City: Milwaukee State: WI Zip: 53202-0900

7. Total fee (37 CFR 3.41)..... \$40.00  
 Enclosed  
 Authorized to be charged to deposit account  
 Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:  
18-0882  
 (Attach duplicate copy of this page if paying by deposit account)

05/12/2000 JENNAZZ 00000269 2172569  
01 FC:481 40.00 DP

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.*

Peter W. Becker                              [Signature]                              April 20, 2000  
 Name of Person Signing                      Signature                              Date

Total number of pages including cover sheet, attachments, and document: [4]

580597

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

TRADEMARK  
 REEL: 002072 FRAME: 0771

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

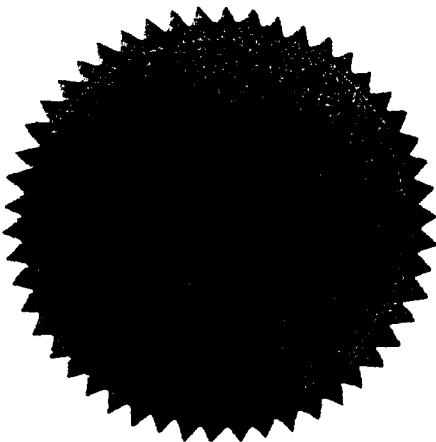
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER  
OF  
WORLD OF RACING, INC.  
INTO  
RACING CHAMPIONS SOUTH, INC.**

the original of which was filed in this office on the 29th day of December, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of December, 1998.



*Elaine F. Marshall*

Secretary of State

TRADEMARK  
REEL: 002072 FRAME: 0772

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ARTICLES OF MERGER  
OF  
WORLD OF RACING, INC.  
WITH AND INTO  
RACING CHAMPIONS SOUTH, INC.

C. 0412823  
FILED  
2:19 PM  
DEC 29 1998  
EFFECTIVE 11:59 PM 12-31-98  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

In accordance with sections 55-11-01, 55-11-03 and 55-11-05 of the North Carolina Business Corporation Act, WORLD OF RACING, INC., a North Carolina corporation ("WOR"), and RACING CHAMPIONS SOUTH, INC., a North Carolina corporation ("RCS"), hereby submits the following ARTICLES OF MERGER:

ARTICLE I

PLAN OF MERGER

The Plan of Merger is as follows:

A. The Merger. At the Effective Time (as defined below) and upon the terms and subject to the conditions of these Articles of Merger and in accordance with the North Carolina Business Corporation Act ("NCBCA"), WOR shall be merged with and into RCS (the "Merger"). Following the Merger, RCS shall continue as the surviving corporation (the "Surviving Corporation") and the separate corporate existence of WOR shall cease.

B. Effects of the Merger. The Merger shall have the effects set forth in the NCBCA. Without limiting the generality of the foregoing and subject thereto, at the Effective Time all the properties, rights, privileges, powers and franchises of RCS and WOR shall vest in the Surviving Corporation and all debts, liabilities and duties of RCS and WOR shall become the debts, liabilities and duties of the Surviving Corporation.

C. Articles of Incorporation and By-Laws. The Articles of Incorporation of RCS in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law. The By-Laws of RCS in effect at the Effective Time shall be the By-Laws of the Surviving Corporation until amended in accordance with applicable law.

D. Directors. The directors of RCS at the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving

Corporation until such director's successor is duly elected or appointed and qualified.

E. Officers. The officers of RCS at the Effective Time shall be the initial officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation until such officer's successor is duly elected or appointed and qualified.

F. Conversion of Shares. The issued shares of WOR shall not be converted in any manner, but each said share which is issued immediately prior the Effective Time and date of the Merger shall be surrendered and extinguished.

## ARTICLE II


The Plan of Merger was recommended by the Sole Director of RCS and approved by the Sole Shareholder of RCS, and recommended by the Sole Director of WOR and approved by the Sole Shareholder of WOR, in accordance with section 55-11-03 of the North Carolina Business Corporation Act.

## ARTICLE III


The Merger shall be effective at 11:59 p.m. Eastern time on December 31, 1998 (the "Effective Time").

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of the 31st day of December, 1998.

RACING CHAMPIONS SOUTH, INC.

BY   
Robert E. Dods, Chief  
Executive Officer

WORLD OF RACING, INC.

BY   
Robert E. Dods, Chief  
Executive Officer