

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

*MPD
5-23-2000*

06-13-2000



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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

06/12/2000 JSHARAZZ 00000149 1785198

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document, gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information is

TRADEMARK
REEL: 002085 FRAME: 0805

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,785,198"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

George M. Taulbee
Name of Person Signing

George M. Taulbee
Signature

May 23, 2000
Date Signed

When filed, please return to:

Feggy Dase, Paralegal
One East Camelback, Suite 1100
Phoenix, Arizona 85012-1656
(602) 263-2669
(602) 263-2900 (fax)

**ARTICLES OF MERGER
FOR THE MERGER OF SPORTS IMAGE, INC.
AND IW ACQUISITION CORP. WITH AND INTO
ACTION SPORTS IMAGE, L.L.C.**

Pursuant to A.R.S. § 10-1105 and 29-754, the undersigned states as follows:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. The names of the entities that are parties to this merger are Sports Image, Inc., an Arizona corporation ("Sports Image"), IW Acquisition Corp., an Arizona corporation ("IW"), and Action Sports Image, L.L.C., an Arizona limited liability company ("Action LLC").
3. The known place of business of Action LLC, the surviving entity, is 4707 East Baseline Road, Phoenix, Arizona 85040.
4. The name and address of the statutory agent of Action LLC are: Robert S. Kunt, Esq., One East Camelback, Suite 1100, Phoenix, Arizona 85012.
5. The Agreement and Plan of Merger was approved unanimously by the directors and the sole shareholder of Sports Image, Inc. and IW Acquisition Corp., respectively, and by the sole member of Action Sports Image, L.L.C., as required by A.R.S. § 29-752(B).
6. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Agreement and Plan of Merger as to each corporation are as follows:

<u>Name of Corporation</u>	<u>Designation of Class or Series</u>	<u>Number Outstanding Shares</u>	<u>Number of Shares Entitled to Vote</u>
Sports Image, Inc.	Common Stock	1,000	1,000
IW Acquisition Corp.	Common Stock	1,000	1,000

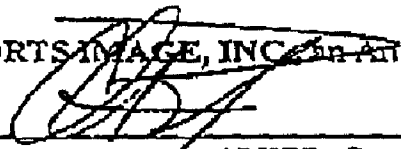
7. The total number of votes cast for and against the Agreement and Plan of Merger by the holders of the common stock (the only class of stock of the respective corporations issued, outstanding, and entitled to vote) is sufficient for approval by all voting groups and is as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Sports Image, Inc.	1,000	-0-
IW Acquisition Corp.	1,000	-0-

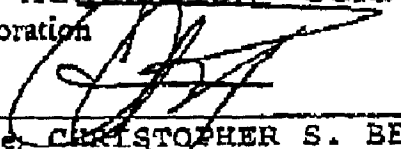
8. The merger shall be effective upon the filing of these Articles of Merger with the Arizona Corporation Commission.
9. Sports Image and IW each hereby irrevocably appoints the Arizona Corporation Commission as its agent to accept service of process and such proceedings. The address to which the Arizona Corporation Commission may mail a copy of any process that may be served on either corporation is 4707 E. Baseline Road, Phoenix, Arizona 85040, attention: Fred W. Wagenhals.

Dated: September 30, 1998

SPORTS IMAGE, INC., an Arizona corporation

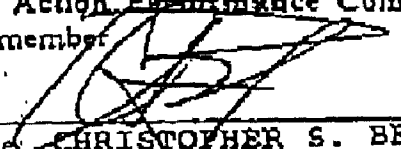
By: 
Name: CHRISTOPHER S. BESING
Title: Vice President, Chief Financial Officer and Treasurer

IW ACQUISITION CORP., an Arizona corporation

By: 
Name: CHRISTOPHER S. BESING
Title: Vice President, Chief Financial Officer and Treasurer

ACTION SPORTS IMAGE, L.L.C.

By: Action Performance Companies, Inc., its sole member

By: 
Name: CHRISTOPHER S. BESING
Title: Vice President, Chief Financial Officer and Treasurer

AZ. CORP. COMMISSION
DELIVERED

OCT 1 1998

FILED BY *[Signature]*
TERM _____
DATE *10/1/98*

IW Acquisition Corp.
08132377

and

Sports Image, Inc.
07897914

merged into

Action Sports Image, L.L.C.
.. 108531124