

08-10-2000

7-18-00

FORM PTO-1594
(Rev. 6-93)



COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

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

1. Name of conveying party(ies):

Wheels Sports Group, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

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 - State of 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: July 6, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,139,941 1,873,832 2,140,094 1,907,313

Additional numbers attached? Yes No

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.

Street Address: 1000 North Water Street, Ste. 2100

City: Milwaukee State: WI Zip: 53202-3186

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41)..... \$115.00

- 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)

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01 FC:401
02 FC:402

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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

Name of Person Signing

Signature

July 12, 2000

Date

Total number of pages including cover sheet, attachments, and document: [3]

635263

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

TRADEMARK
REEL: 002117 FRAME: 0993

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FILED

11:17am
JUL 2 1998

State of North Carolina
Department of the Secretary of State
ARTICLES OF AMENDMENT

EFFECTIVE
ELAINE F MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is: Wheels Sports Group, Inc.

2. The text of each amendment adopted is as follows: (State below or attach)

The amendment adopted relates to section 1 of the Articles of Incorporation. After amendment, said section 1 shall read in its entirety as follows:

1. The name of the corporation is Racing Champions South, Inc.

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

4. The date of adoption of each amendment was as follows: 7-6-98

5. (Check either a, b, c, or d, whichever is applicable)

- a. The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
- b. The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
- c. The amendment(s) was (were) duly adopted by the board of directors without shareholder approval as shareholder approval was not required because (set forth a brief explanation of why shareholder action was not required)

d. The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

ARTICLES OF AMENDMENT
Page 2

6. These articles will be effective upon filing, unless a delayed time and date is specified: _____

This the 6th day of July, 19 98

WHEELS SPORTS GROUP, INC.

Name of Corporation

BY 

Signature

Robert E. Dods, Chief Executive Officer

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.