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08-10-2000

FORM PTO-1594

(Rev. 6-93)

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

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COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

ONLY

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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 Racing, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Wheels Sports Group, Inc.

Internal Address: _____

Street Address: 149 Gasoline Alley Drive

City: Mooresville 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: December 20, 1996

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)

08/09/2000 DNGUYEN 00000223 2139941

01 FC:481 40.00 DP
02 FC:482 75.00 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

Name of Person Signing

Signature

July 12, 2000

Date

Total number of pages including cover sheet, attachments, and document: [5]

635153

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

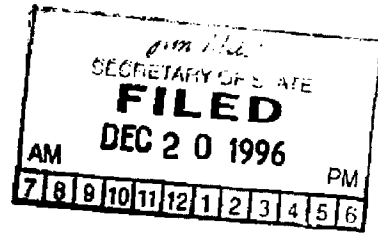
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REEL: 002118 FRAME: 0001

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

ARTICLES OF MERGER
OR SHARE EXCHANGE

JUL 07, 2000



[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to §33-11-105 of the 1976 South Carolina Code, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Wheels Sports Group, Inc. :
2. Attached hereto and made a part hereof is a copy of the Plan or Merger or Share Exchange (see §§33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:
 - (a) Name of the corporation Wheels Racing, Inc. (a South Carolina corporation)
Complete either (1) or (2), whichever is applicable:
 - (1) Shareholder approval of the merger or stock exchange was not required (See §§33-11-103(h), 33-11-104(a), and 33-11-108(a)).
 - (2) The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares Voted	
				For	Against
Common	10,000	10,000	10,000	10,000	-0-

*NOTE: Pursuant to the Section 33-11-105 (a)(3)(ii), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

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Secretary of State 1/89

96-032017BC

Inc.

(b) Name of the corporation: Wheels Sports Group, (a North Carolina corporation)

Complete either (1) or (2), whichever is applicable:

(1) Shareholder approval of the merger or stock exchange was not required (See §§33-11-103(h), 33-11-104(a), and 33-11-108(a)).

(2) The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented the meeting	Number of Undisputed* Shares Voted	
				For	Against
Common	2,150,000	2,150,000	2,150,000	2,150,000	-0-

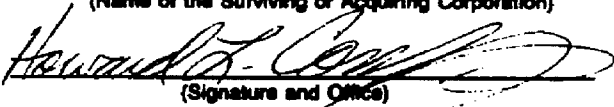
*NOTE: Pursuant to Section 33-11-105 (a)(3)ii, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See §§33-1-230(b)): _____.

DATE: December 19, 1996

WHEELS RACING, INC.

(Name of the Surviving or Acquiring Corporation)

By: 
(Signature and Office)

Howard L. Correll, President

(Type or Print Name and Office)

FILING INSTRUCTIONS

- Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- Filing Fee (payable to the Secretary of State at the time of filing of this document.)

Filing Fee	\$ 10.00
Filing Tax	100.00

- TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

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"PLAN OF MERGER"

A. CORPORATIONS PARTICIPATING IN MERGER.

Wheels Racing, Inc. (the "Merging Corporation") (a South Carolina corporation) will merge into Wheels Sports Group, Inc., (a North Carolina corporation), which will be the surviving corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the merger, the Surviving Corporation will have the name "Wheels Sports Group, Inc."

C. MERGER.

Pursuant to the terms and conditions of this Plan, the Merging Corporation will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease immediately, and the corporate existence of the Surviving Corporation will continue. The Articles of Incorporation of Wheels Sports Group, Inc. (a North Carolina corporation), shall be the Articles of Incorporation of the Surviving Corporation. The time when the merger becomes effective is hereinafter referred to as the "Effective Date", said Effective Date to be December 20, 1996, 11:59 p.m. For tax purposes, this merger shall be deemed to be an F reorganization as effectively Wheels Racing, Inc., (a South Carolina Corporation) is merely reincorporating in North Carolina.

D. CONVERSION AND EXCHANGE OF SHARES.

On the Effective Date, the outstanding shares of the Merging Corporation will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporations. The manner and basis of converting the shares of Wheels Sports Group, Inc., (a North Carolina corporation) to which the holders of Wheels Racing, Inc., (a South Carolina corporation) are entitled to receive in exchange for such shares of Wheels Racing, Inc., shall be as follows:

The outstanding shares of Wheels Racing, Inc., the South Carolina corporation, shall be converted into shares of common capital stock of Wheels Sports Group, Inc., the North Carolina corporation, whereas each shareholder of Wheels Racing, Inc., the South Carolina corporation, shall receive and hold Two Hundred Fifteen (215) shares of common capital stock of Wheels Sports Group, Inc., the North Carolina corporation, for one (1)

share of Wheels Racing, Inc., the South Carolina corporation.

3. Surrender of Certificates of Merging Corporation. Each holder of a certificate representing shares of a Merging Corporation, other than the Surviving Corporation, will surrender such certificates to that Merging Corporation on or before the Effective Date, and the Merging Corporation will thereupon deliver such certificates to the Surviving Corporation. Each such shareholder will be entitled to receive in exchange therefore a certificate or certificates representing the number of shares to which he is entitled under this Plan.

IN WITNESS WHEREOF, Wheels Racing, Inc., and Wheels Sports Group, Inc., have caused this Plan of Merger to be executed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested, all as of the 20th day of December, 1996.

WHEELS RACING, INC.

By Howard T. Camp
President

ATTEST:

W.C. [Signature]
Secretary
(SEAL)

WHEELS SPORTS GROUP, INC.

By Howard T. Camp
President

ATTEST:

W.C. [Signature]
Secretary
(SEAL)