

12-11-2000

FICE

Docket No. 20074.0000

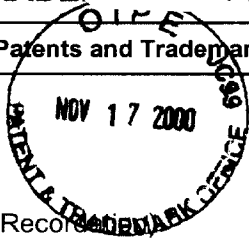
WRD

11-17-00

TRADE

101549095

OVER SHEET



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

Submission Type

- New
- Resubmission (Non-Record) 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
8 23 2000
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
8 23 2000

Name TruckZone, Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name TruckPro, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 123 South Front Street

Address (line 2) _____

Address (line 3) Memphis

City

Tennessee

State/Country

38103

Zip Code

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

FOR OFFICE USE ONLY

12/05/2000 0000144 758.9908

01 40.00 CP
02 250.00 CP

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

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 202-663-8000

Name Nancy S. Lapidus

Address (line 1) 2300 N Street, NW

Address (line 2) Washington, D.C. 20037-1128

Address (line 3) _____

Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 4

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)		
<u>75/819908</u>	_____	_____	<u>1,071,956</u>	<u>2,216,827</u>	<u>2,371,324</u>
<u>75/819909</u>	_____	_____	<u>2,059,105</u>	<u>2,222,113</u>	<u>2,375,419</u>
<u>75/882441</u>	_____	_____	<u>2,092,679</u>	<u>2,265,948</u>	_____

Number of Properties Enter the total number of properties involved. # 11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 290.00

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.

Nancy S. Lapidus
Name of Person Signing

Nancy Lapidus
Signature

11/17/00
Date Signed

THIS FORM SHOULD ACCOMPANY AMENDED AND/OR RESTATED ARTICLES OF INCORPORATION FOR A NEVADA CORPORATION

- 1. Name of corporation: TruckPro, Inc., f/k/a TruckZone, Inc.
- 2. Date of adoption of Amended and/or Restated Articles: August 2, 2000 FILED # C3497-98
- 3. If the articles were amended, please indicate what changes have been made: SEP 0-1 2000

(a) Was there a name change? Yes No . If yes, what is the new name?

TruckPro, Inc.

IN THE OFFICE OF
Don Hill
DEAN FOR THE SECRETARY OF STATE

(b) Did you change your resident agent? Yes No . If yes, please indicate new address:

(c) Did you change the purposes? Yes No . Did you add Banking? Gaming? Insurance? None of these? .

(d) Did you change the capital stock? Yes No . If yes, what is the new capital stock?

(e) Did you change the directors? Yes No . If yes, indicate the change:

(f) Did you add the directors liability provision? Yes No .

(g) Did you change the period of existence? Yes No . If yes, what is the new existence?

(h) If none of the above apply, and you have amended or modified the articles, how did you change your articles? Removed the name of the original agent for service of process, the original incorporator and the original board of directors

Donald R. Rawlins
Donald R. Rawlins, Asst. Secretary
Name and Title of Officer
August 23, 2000
Date

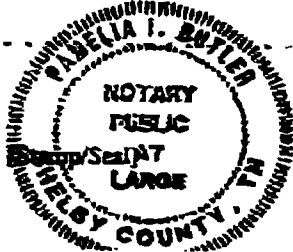
State of Tennessee
County of Shelby
On August 2, 2000

personally appeared before me, a Notary Public,

who acknowledged that he/she executed the above document.

Donald R. Rawlins

Pamelia I. Butler
Pamelia I. Butler
Notary Public
My Commission Expires July 21, 2003



FILED # 03497-98

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

SEP 01 2000

IN THE OFFICE OF
Don Hill
DEAN HILLER, SECRETARY OF STATE

TruckZone, Inc., a corporation organized under the laws of the State of Nevada, by its president and secretary does hereby certify:

1. That the board of directors of said corporation at a meeting duly convened and held on the 23rd day of August, 2000, passed a resolution declaring that the amendment and restatement of the articles of incorporation, attached hereto, is advisable.

2. That the number of shares of the corporation outstanding and entitled to vote on an amendment to the article of incorporation is 100; that the said change and amendment has been consented to and authorized by the written consent of stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, the said corporation has caused this certificate to be signed by its president and its secretary and its corporate seal to be hereto affixed this 23rd day of August, 2000.

TRUCKZONE, INC.

By *[Signature]*
Michael B. Baird
President

By *[Signature]*
Donald R. Rawlins
Assistant Secretary

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

On August 23, 2000, personally appeared before me, *Pamela T. Butler*, a Notary Public, Michael B. Baird and Donald R. Rawlins, who acknowledged that they executed the above instrument on behalf of TruckZone, Inc., for the purposes stated therein.

Pamela T. Butler
(Notary Public)
My Commission Expires July 23, 2003



ARTICLE III DIRECTORS AND OFFICERS

Section 1. Number of Directors. The members of the governing board of the corporation are styled as directors. The Board of Directors of the corporation shall consist of at least one (1) individual who shall be elected in such manner as shall be provided in the bylaws of the corporation.

Section 2. Limitation of Personal Liability. No director or officer of the corporation shall be personally liable to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision does not eliminate or limit the liability of a director or officer of the corporation for:

(a) Acts or omissions which involve intentional misconduct, fraud or a knowing violation of law;

(b) The payment of distributions in violation of Nevada Revised Statutes 78.300.

Section 3. Payment of Expenses. In addition to any other rights of indemnification permitted by the law of the State of Nevada as may be provided for by the corporation in its bylaws or by agreement, the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such officer or director in his or her capacity as an officer or director of the corporation, must be paid, by the corporation or through insurance purchased and maintained by the corporation or through other financial arrangements made by the corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation.

Section 4. Repeal and Conflicts. Any repeal or modification of Sections 3 or 4 above approved by the stockholders of the corporation shall be prospective only. In the event of any conflict between Section 3 or 4 of this Article and any other Article of the corporation's Articles of Incorporation, the terms and provisions of Sections 3 or 4 shall control.

* * *

Michael B. Baird is the President of TruckZone, Inc., and that Donald R. Rawlins is the Assistant Secretary of said Corporation; that they have been authorized to execute the foregoing certificate by resolution of the board of directors, adopted by the directors by unanimous written consent effective as of the 23rd day of August, 2000, and that the foregoing certificate sets forth the text of the Articles of Incorporation as amended to the date of the certificate.

Date: August 23, 2000

TRUCKZONE, INC.

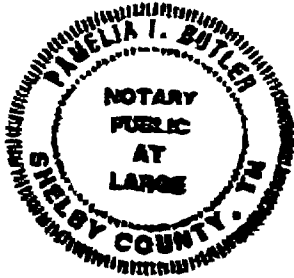
By: [Signature]
Michael B. Baird
Its President

By: [Signature]
Donald R. Rawlins
Its Assistant Secretary

State of Tennessee

County of Shelby

This instrument was acknowledged before me on August 23, 2000, by Michael B. Baird as President and Donald R. Rawlins as Assistant Secretary of TruckZone, Inc.



[Signature]
Notary Public
My Commission Expires July 29, 2003

TOTAL P.06
TOTAL P.06