

12-29-2000

Atty. Docket: 2704.SF100 *WFO* TRANSMI *12.21.00*



ON

To the Honorable Commissioner of Patents

101566971

original documents or copy thereof.

1. Name of conveying party(ies):

SPEEDWAY FUNDING CORP.
(Delaware corporation)
600 Market Street - Suite 200
Wilmington, DE 19801



- Individual(s)
- General Partnership
- Corporation
- Other _____
- Association
- Limited Partnership

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

2. Names and addresses of receiving party(ies):

SPEEDWAY FUNDING CORPORATION
(Nevada corporation)
7000 Las Vegas Blvd. North
Las Vegas, NV 89115

Additional name(s) & address(es) attached?

Yes No

3. Nature of conveyance:

MERGER OF SPEEDWAY FUNDING CORP. INTO
SPEEDWAY FUNDING CORPORATION, EFFECTIVE
DECEMBER 31, 1999

Execution Date: DECEMBER 29, 1999

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

A. Trademark Application No.(s)

POUR A NEW ENGINE INTO YOUR CAR (Ser. No. 75-767,664)
IT SOAKS INTO METAL (Ser. No. 75-767,648)
ZMAX (Ser. No. 75-496,938)
TMS (Ser. No. 75-361,671)
WBL (Ser. No. 75-177,509)

B. Trademark Registration No.(s)

TMS (Reg. No. 2,363,334)
SEARS POINT RACEWAY and Design (Reg. No. 2,282,495)
SEARS POINT RACEWAY (Reg. No. 2,282,494)
FINISH LINE EVENTS (Reg. No. 2,228,446)
AUTOFAIR and Design (Reg. No. 2,210,137)
AUTOFAIR (Reg. No. 2,197,130)
SEARS POINT INTERNATIONAL RACEWAY and Design (Reg. No. (1,806,467)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza, 38th Floor
New York, New York 10112-3801

Telephone No.: (212) 218-2100
Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41): \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number for any deficiency: 06-1205
(Attach duplicate copy of this page if paying by deposit account):

01/02/2001 DNGUYEN 00000232 75767664

01 FC:481
02 FC:482

40.00 DP
275.00 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.

Warren E. Olsen (Reg. No. 27,290)
Name of Person Signing

Warren E. Olsen
Signature

December 21, 2000
Date

December 21, 2000

Total number of pages including cover sheet, attachments, and documents: 7

FILED # C32930-99

DEC 29 1999

IN THE OFFICE OF
John Hill
DEAN HILLER SECRETARY OF STATE

**ARTICLES OF MERGER
OF
SPEEDWAY FUNDING CORPORATION
INTO
SF ACQUISITION CORPORATION**

- FIRST:** The name of the surviving entity is SF Acquisition Corporation, and the place of its organization is the jurisdiction of Nevada. The name and place of organization of the entity being merged into the surviving entity is Speedway Funding Corporation, organized in the jurisdiction of Delaware, the laws of which permits this merger.
- SECOND:** The plan of merger was adopted by each entity that is a party to this merger by unanimous consent of the board of directors and sole stockholder.
- THIRD:** The plan of merger or exchange was adopted by SF Acquisition Corporation by unanimous consent of the board of directors and sole stockholder.
- FOURTH:** The designation, percentage of total vote or number of votes entitled to be cast and the total number of votes or percentage of owner's interests cast for and against the plan, by each class of owner's interests of SF Acquisition Corporation entitled to vote separately on the plan is as follows:

<u>Designation</u>	<u>Votes Entitled To Be Cast</u>
Common	1,000
<u>Votes Or Percentage Of Owner's Interest For</u>	<u>Votes Or Percentage Of Owner's Interests Against</u>
100%	-0-

- FIFTH:** The number of votes or percentage of owner's interests cast for the plan by the owners of each class of interests of SF Acquisition Corporation was sufficient for approval by the owners of that class.
- SIXTH:** The articles of incorporation of SF Acquisition Corporation were amended as provided by the plan of merger, as follows:

Article I of the Articles of Incorporation is amended to change the name of the corporation to Speedway Funding Corporation.
- SEVENTH:** The entire plan of merger is attached hereto as Exhibit A.
- EIGHTH:** All entities party to this merger have complied with laws of their respective jurisdiction of organization concerning this merger.

STATE-001/004002.1

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TENTH: This merger (or exchange) shall be effective at 11:59 o'clock p.m. on December 31, 1999.

SF Acquisition Corporation

By: William R. Brucke
(Vice) President

By: Randall A. Stoney
(Asst.) Secretary

Speedway Funding Corporation

By: William R. Brucke
(Vice) President

By: Randall A. Stoney
(Asst.) Secretary

STATE OF North Carolina

COUNTY OF Rockingham

On December 28, 1999

William R. Brucke and Randall A. Stoney, personally appeared before me, a Notary Public who acknowledged that they executed the

above instrument.
JANE W. ...
NOTARY PUBLIC
MEDFORD COUNTY, NC
COMM. EXPIRES 4-27-04
(NOTARY STAMP OR SEAL)

Jane W. ...
Signature of Notary Public 4-27-04
My Commission Expires: _____

STATE OF North Carolina

COUNTY OF Rockingham

On December 28, 1999

William R. Brucke and Randall A. Stoney, personally appeared before me, a Notary Public who acknowledged that they executed the

JANE W. ...
NOTARY PUBLIC
MEDFORD COUNTY, NC
COMM. EXPIRES 4-27-04
(NOTARY STAMP OR SEAL)

Jane W. ...
Signature of Notary Public 4-27-04
My Commission Expires: _____

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Exhibit A

**PLAN OF MERGER
OF SPEEDWAY FUNDING CORPORATION
WITH AND INTO
SF ACQUISITION CORPORATION**

The Board of Directors of SF ACQUISITION CORPORATION, a Nevada corporation ("SFA") and the Board of Directors and Stockholders of SPEEDWAY FUNDING CORPORATION, a Delaware corporation ("SFC") (referred to herein as the "Merging Corporation" and, together with SFA, sometimes collectively referred to herein as the "Constituent Corporations") have approved the merger of SFC with and into SFA with SFA continuing as the surviving corporation, upon the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

THE MERGER

1.1 Surviving Corporation. In accordance with the provisions of this Plan of Merger (the "Plan"), the Nevada Business Corporation Act and the General Corporation Law of Delaware (singularly and collectively, the "Act"), at the Effective Time (as defined in Section 1.6 below), the Merging Corporation shall be merged with and into SFA and SFA shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Nevada. At the Effective Time, the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall succeed, insofar as permitted by law, to all of the rights, assets, liabilities, and obligations of the Merging Corporation.

1.2 Articles of Incorporation. The Articles of Incorporation of SFA, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation except that Article I of the Articles of Incorporation shall be amended to change the name of the corporation to Speedway Funding Corporation.

1.3 Bylaws. The bylaws of SFA, as in effect immediately prior to the Effective Time, shall be the bylaws (the "Bylaws") of the Surviving Corporation until thereafter amended as permitted by law.

1.4 Directors and Officers. The directors and officers of SFA immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

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1.5 Effective Time. Upon the terms and subject to the conditions hereof, the parties hereto will cause the Merger to be consummated by filing Articles of Merger with the Nevada Secretary of State and Delaware Secretary of State, respectively, in such form as required by, and executed in accordance with, the Act. The effective time and date of the merger shall be 11:59 o'clock p.m. on the 31st day of December, 1999 (the "Effective Time").

ARTICLE II

STOCK CONVERSION

2.1 Stock of Merging Corporations. Solely by virtue of the Merger, each share of capital stock of the Merging Corporation outstanding immediately prior to the Effective Time shall be canceled, and all rights with respect thereto shall cease to exist, without any conversion thereof.

2.2 SEA Stock. At the Effective Time of the Merger, each outstanding share of capital stock of SPA shall not be converted, exchanged, or altered in any manner as a result of the Merger and will remain outstanding as a share of stock of the Surviving Corporation.

ARTICLE III

CORPORATE APPROVALS

This Plan has been adopted and approved, in accordance with the Act, by the Board of Directors and Stockholders of SFC and the Board of Directors of SPA, effective as of the 19th day of December, 1999.

ARTICLE IV

GENERAL

4.1 Termination and Abandonment. At any time prior to the filing of the Articles of Merger with the Nevada Secretary of State and the Delaware Secretary of State, respectively, by the Surviving Corporation, this Plan may be terminated and the Merger abandoned by the Board of Directors of either of the Constituent Corporations.

4.2 Amendment. This Plan may be amended, modified, or supplemented at any time prior to the filing of the Articles of Merger with the Nevada Secretary of State and the Delaware Secretary of State, respectively, with the unanimous consent of the Board of Directors of each of the Constituent Corporations; provided, however, that this Plan may not be amended in any manner that, in the judgment of the Board of Directors of any one of the Constituent Corporations, would have a material adverse effect on the rights of its shareholders or in any manner not permitted under the Act.

FORM-CR1/004100.1

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P. 05
TOTAL P. 06

STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

DEC 30 '99

Dean Heller
DEAN HELLER
 Secretary of State

By *[Signature]*

TOTAL P.08

Page: 1 Document Name: untitled

NAME: SPEEDWAY FUNDING CORPORATION

FILE TYP/NR C 032930-1999
12-29-99 CHANGED NAME FROM
SF ACQUISITION CORPORATION
12-29-99 MERGER

PF4=PAGE<-

MMR

ARTICLES OF MERGER FILED MERGING SPEEDWAY FUNDING CORPORATION, A (DE)
CORPORATION NOT QUALIFIED IN NEVADA, INTO THIS CORPORATION AND AMENDING THE
CORPORATE NAME OF THE SURVIVING CORPORATION. (4) PGS.

MMR

CMD?
PA1=MENU

PF5=END INQ

Date: 12/30/99 Time: 10:19:29