

TRANSMITTA



Atty. Docket: 2704.SF100-1

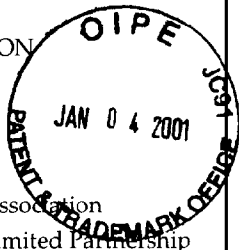
To the Honorable Commissioner of Patents and

101578777

...nal documents or copy thereof.

1. Name of conveying party(ies):

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



- 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 HOLDINGS, LLC  
(Delaware Limited Liability Company)  
5401 E. Independence Boulevard  
Charlotte, NC 28212

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

Yes  No

3. Nature of conveyance:

MERGER OF SPEEDWAY FUNDING CORPORATION  
INTO SPEEDWAY HOLDINGS, LLC, EFFECTIVE  
DECEMBER 31, 2000 AT 11:57 P.M.

Execution Date: DECEMBER 21, 2000

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, 38<sup>th</sup> 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):

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

Signature

January 4, 2001  
Date

January 4, 2001

Total number of pages including cover sheet, attachments, and documents: 8

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SPEEDWAY FUNDING CORPORATION", A NEVADA CORPORATION, WITH AND INTO "SPEEDWAY HOLDINGS, LLC" UNDER THE NAME OF "SPEEDWAY HOLDINGS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



3320402 8100M

001644280

A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0877162

DATE: 12-26-00

TRADEMARK  
REEL: 002210 FRAME: 0036

**ARTICLES OF MERGER**  
**MERGING**  
**SPEEDWAY FUNDING CORPORATION**  
 (a Nevada corporation)  
**WITH AND INTO**  
**SPEEDWAY HOLDINGS, LLC**  
 (a Delaware limited liability company)

FILED # 332930-99

DEC 21 2000

IN THE OFFICE OF  
*Dean Heller*  
 DEAN HELLER SECRETARY OF STATE

Pursuant to Section 92A.200 of the Nevada Revised Statutes, Speedway Holdings, LLC, a limited liability company organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY THAT:

**FIRST:** The name of the merging corporations are Speedway Funding Corporation ("SF"), a Nevada corporation and Speedway Holdings, LLC ("SH LLC"), a Delaware limited liability company.

**SECOND:** An Agreement and Plan of Merger has been adopted by the constituent entities, namely the Board of Directors of SF and the Board of Managers of SH LLC.

**THIRD:** An Agreement and Plan of Merger has been approved by the owners of each of the constituent entities, namely the sole shareholder of SF, and the sole member of SH LLC.

**FIFTH:** The surviving entity will be SH LLC and the name of the surviving entity will be Speedway Holdings, LLC.

**SIXTH:** The complete executed Agreement and Plan of Merger is on file at the registered office of SH LLC.

**SEVENTH:** This certificate will be effective at 11:57 o'clock p.m. on December 31, 2000.

**EIGHTH:** That SH LLC survives the merger and may be served with process in the State of Nevada in any proceeding for enforcement of any obligation of any constituent Nevada corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 92A.190(c) of the Nevada Revised Statutes, and it hereby does irrevocably appoint the Secretary of State of Nevada as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Nevada is 401 South Tryon Street, Suite 3000, Charlotte, North Carolina 28202, Attn: Fred T. Lowrance, Esq. until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

IN WITNESS WHEREOF, the parties hereto have caused this certificate to be signed this 19<sup>th</sup> day of December, 2000.

**SPEEDWAY HOLDINGS, LLC**

By: William R. Brooks  
Name: William R. Brooks  
Title: Manager

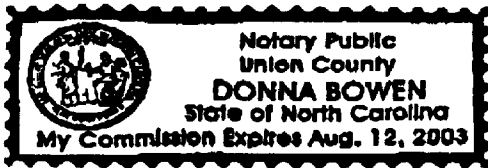
**SPEEDWAY FUNDING CORPORATION**

By: William R. Brooks  
Name: William R. Brooks  
Title: President

By: Randall A. Storey  
Name: Randall A. Storey  
Title: Secretary

STATE OF NORTH CAROLINA  
COUNTY OF Union

On December 19, 2000, personally appeared before me, a Notary Public William R. Brooks who acknowledged that he executed the above instrument.

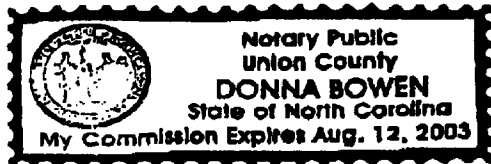


Donna Bowen  
Signature of Notary Public  
My Commission Expires 8-12-03

(NOTARY STAMP OR SEAL)

STATE OF NORTH CAROLINA  
COUNTY OF Union

On December 19, 2000 personally appeared before me, a Notary Public William R. Brooks + Randall A. Storey who acknowledged that he executed the above instrument.



Donna Bowen  
Signature of Notary Public  
My Commission Expires 8-12-03

(NOTARY STAMP OR SEAL)

**CERTIFICATE OF MERGER  
MERCING  
SPEEDWAY FUNDING CORPORATION  
(a Nevada corporation)  
WITH AND INTO  
SPEEDWAY HOLDINGS, LLC  
(a Delaware limited liability company)**

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware, Speedway Holdings, LLC, a limited liability company organized and existing under the laws of the State of Delaware, **DOES HEREBY CERTIFY THAT:**

**FIRST:** The name of the merging entities are Speedway Funding Corporation ("SF"), a Nevada corporation and Speedway Holdings, LLC ("SH LLC"), a Delaware limited liability company.

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of SH LLC and SF in accordance with applicable law in order to effect the merger of SF with and into SH LLC.

**THIRD:** The surviving entity will be SH LLC and the name of the surviving entity will be Speedway Holdings, LLC.

**FOURTH:** This certificate will be effective at 11:57 o'clock p.m. on December 31, 2000.

**FIFTH:** The Agreement and Plan of Merger is on file at SH LLC, as the surviving entity, at 5401 E. Independence Boulevard, Charlotte, North Carolina 28218.

**SIXTH:** A copy of the Agreement and Plan of Merger will be provided by SH LLC, upon request and at no cost, to any person holding an interest in any other business entity which is a party to the merger.

**[Signatures on Following Page]**

*STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 12/21/2000  
001644280 - 3320402*

CLT:487261.1

**TRADEMARK  
REEL: 002210 FRAME: 0039**

IN WITNESS WHEREOF, SH LLC has caused this certificate to be signed this 19<sup>th</sup> day of December, 2000.

**SPEEDWAY HOLDINGS, LLC**

By: *William R. Brooks*

Name: William R. Brooks

Title: Authorized Person

CLT:487261.1

TRADEMARK  
REEL: 002210 FRAME: 0040

NAME: SPEEDWAY FUNDING CORPORATION

FILE TYP/NR C 032930-1999 ST NEVADA INC ON DEC 22, 1999 FOR PERPETUAL  
 STATUS: MERGE/DISSOLVED : 12-21-00 NUMBER OF PAGES FILED: 1 MXL  
 TYPE: REGULAR  
 PURPOSE: ALL LEGAL ACTIVITIES  
 FEE \$125/P-U/1FS CAPITAL: \$30  
 PAR SHRS: 3,000 PAR VAL: \$.010 NR NO PAR SHRS:  
 RA NBR: 23757

LIST OF OFFICERS FOR 99 - 00 FILED ON 01-25-00 DMM

RA	SECRETARY OF STATE	STE 3	ACCEPTED	122100
	101 N CARSON ST	CARSON CITY	NV 89701 +	4786
PRES	WILLIAM R BROOKS			012500
	5401 E INDEPENDENCE BLVD	CHARLOTTE	NV 28244	
SECT	RANDALL A STOREY			012500
	5401 E INDEPENDENCE BLVD	CHARLOTTE	NV 28244	
TRES	RANDALL A STOREY			012500
	5401 E INDEPENDENCE BLVD	CHARLOTTE	NV 28244	

MORE OFFICERS ON LIST

CMD?  
 PA1=MENU PF3=PAGE-> PF5=END INQ

NAME: SPEEDWAY FUNDING CORPORATION

FILE TYP/NR C 032930-1999 PF4=PAGE<-

12-21-00 MERGE-DISSOLUTION  
ARTICLES OF MERGER FILED MERGING THIS CORPORATION INTO SPEEDWAY HOLDINGS, LLC,  
A (DE) LIMITED LIABILITY COMPANY NOT QUALIFIED IN NEVADA. NEVADA SECRETARY OF  
STATE IS DESIGNATED RESIDENT AGENT. FORWARDING ADDRESS FOR SERVICE OF PROCESS  
IS: 401 SOUTH TRYON STREET STE 3000 CHARLOTTE NC 28202. (2) PGS. MMR

12-21-00 RA RESOLUTION  
CORPORATION TRUST COMPANY OF NEVADA  
639 ISBELL ROAD SUITE 390 RENO NV 89511 MMR

04-21-00 RA RESOLUTION  
CORPORATION TRUST COMPANY OF NEVADA  
6100 NEIL ROAD #500 RENO NV 89511 CMA

03-22-00 OTHER AMENDMENT  
CERTIFICATE OF AMENDMENT FILED AMENDING ARTICLE 6 - LANGUAGE. (1) PG CHM

12-29-99 CHANGED NAME FROM  
SF ACQUISITION CORPORATION MMR

12-29-99 MERGER  
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