

01-26-2001



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1/11/01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year _____
		<input checked="" type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name J.D. BYRIDER SYSTEMS, INC. Execution Date 12 04 1995
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Indiana

Receiving Mark if additional names of receiving parties

Name BYRIDER FRANCHISING, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 12802 Hamilton Crossing Boulevard

Address (line 2) _____

Address (line 3) Carmel IN 46032
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Indiana

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.)

01/25/2001 AAHMED1 00000094 1536757

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK

REEL: 002219 FRAME: 0795

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,536,757"/>	<input type="text" value="1,839,624"/>	<input type="text" value="1,986,354"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,995,634"/>	<input type="text" value="2,227,947"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

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

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.

Amie Peele Carter
Name of Person Signing


Signature

January 10, 2001
Date Signed

1995120133

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to this office for filing, duplicate copies of Articles of Exchange, exchanging the securities of

J.D. BYRIDER SYSTEMS, INC.

an Indiana corporation, acquiring all of the outstanding shares of Capital Stock of

BYRIDER FRANCHISING, INC.

SAID ARTICLES OF EXCHANGE having been prepared and signed in accordance with Indiana Code 23-1-40-5;

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, have this day endorsed my approval upon said documents and, having received the fees required by law, have filed one such approved copy in this office.

Effective Date: December 5, 1995.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this fifth day of December, 1995.

Deputy



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

State Form 38333 (R6 / 12-93)

Approved by State Board of Accounts 1988

Provided by: JOSEPH H. HOGSETT
SECRETARY OF STATE OF INDIANA
CORPORATIONS DIVISION
302 W. WASHINGTON ST., ROOM E018
INDIANAPOLIS, IN 46204
TELEPHONE: (317) 232-6576

INSTRUCTIONS: Use 8 1/2 X 11 inch white paper for inserts. Filing requirements - Present original and one copy to address in upper right hand corner of this form.

Indiana Code 23-1-38-1 et seq.
FILING FEE \$30.00

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF:

J.D. BYRIDER SYSTEMS, INC.

The undersigned officers of:

J.D. Byrider Systems, Inc.

(hereinafter referred to as the "Corporation") existing pursuant to the provisions of: (indicate appropriate act)

Indiana Business Corporation Law Indiana Professional Corporation Act of 1983

as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I Amendment(s)

SECTION 1 The date of incorporation of the corporation is:

1/19/89

SECTION 2 The name of the corporation following this amendment to the Articles of Incorporation is:

Byrider Franchising, Inc.

SECTION 3

The exact text of Article(s) all of the Articles of Incorporation is now as follows:

(see attached)

RECEIVED
CORPORATIONS DIV.
05 DEC 4 P 2:00
SUE AIME GILROY

SECTION 4 Date of each amendment's adoption:

12/4/95

(Continued on the reverse side)

TRADEMARK
REEL: 002219 FRAME: 0798

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
J.D. BYRIDER SYSTEMS, INC.**

J.D. Byrider Systems, Inc. (the "Corporation"),
existing pursuant to the Indiana Business Corporation Law and
desiring to give notice of corporate action effectuating
amendments to its Articles of Incorporation, sets forth the
following facts:

RECEIVED
CORPORATIONS DIV.
95 DEC 4 P 2:00
SUSANNE GILROY

**Article I
Amendments to the
Articles of Incorporation**

Section 1. The name of the Corporation prior to these
amendments is J.D. Byrider Systems, Inc.

Section 2. Article I of the Corporation's Articles of
Incorporation hereby is amended to read in its entirety as
follows:

Name

The name of the Corporation is Byrider
Franchising, Inc.

Section 3. Article III of the Corporation's Articles
of Incorporation hereby is amended to read in its entirety as
follows:

Authorized Shares

Number of shares: 20,000,000 shares. The total
number of shares which the Corporation is
authorized to issue is at least one class of
shares, is hereby authorized unlimited voting
rights, and is entitled to receive net assets of
the Corporation upon dissolution.

Section 4. The amendments were approved by the Board of Directors and the shareholders of the Corporation on November 16, 1995. The effective date of the amendments shall be the date of filing of these Articles of Amendment with the office of the Secretary of State of the State of Indiana.

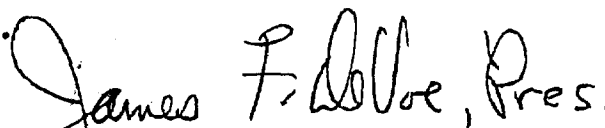
Article II

Manner of Adoption and Vote


Section 1. The Corporation has only one class of capital stock. The amendments to the Articles of Incorporation were adopted by the unanimous written consent of all of the Directors of the Corporation on November 16, 1995, and the unanimous written consent of all of the shareholders of the Corporation on November 16, 1995.

Section 2. The manner of the adoption of the amendments to the Articles of Incorporation constitutes full legal compliance with the provisions of the Indiana Business Corporation Law and the Corporation's Articles of Incorporation and By-Laws.

IN WITNESS WHEREOF, the undersigned officer of J.D. Byrider Systems, Inc., has executed these Articles of Amendment this 4th day of December, 1995.


James F. DeVoe, President

COUNTERSIGNED:


Jeffrey B. Higgins, Secretary

MSRUEGGE\JDBYRIDE.R\COMPARE\ARTSAMD.REV: tjr:11/20/95