

01-30-2001



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1.19.01

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

- New
- Resubmission (Non-Recordation)
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

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Bugatti International S.A. Holding

Execution Date
Month Day Year
July 27, 2000

Formerly _____

1856871

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Luxembourg

Receiving Party

Mark if additional names of receiving parties attached

Name Bugatti International S.A.

DEA/AKATA Bugatti International Corporation

Composed of _____

Address (line 1) 38-40, rue Sainte Zithe

Address (line 2) L-2763 Luxembourg

Address (line 3) Luxembourg Luxembourg Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Luxembourg

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

1-25-2001 13A LUXE 00070302 1856871
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REEL: 002224 FRAME: 0529

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" value="75/599753"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1856871"/>	<input type="text" value="1440536"/>	<input type="text"/>
<input type="text" value="1856870"/>	<input type="text" value="1440535"/>	<input type="text"/>
<input type="text" value="1407200"/>	<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.)

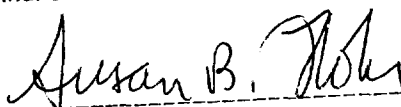
Deposit Account Number: #

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.

Susan B. Flohr
Name of Person Signing


Signature

Jan. 16, 2001
Date Signed

VERIFICATION

I, Lawrence B. Hanlon, of International Translation Center, Inc., 1660 L Street, N.W., Suite 613, Washington, D.C. 20036, do hereby certify that:

- 1. I am well acquainted with the German and English languages;
- 2. to the best of my knowledge and belief, the attached English translation of the District Court in and for Luxembourg, Extract in the matter of Bugatti International S.A., is a true, correct and complete translation into English of the original German language document, which also is attached herewith.

Signed: Lawrence B. Hanlon

Date: 01/10/01

DISTRICT COURT IN AND FOR LUXEMBOURG*(Tribunal d'Arrondissement de et à Luxembourg)*

Register of Businesses and Corporations

*(Registre de commerce et des sociétés)***EXTRACT**

Section B

Number 26.124

Name of Company: **BUGATTI INTERNATIONAL S.A.**

Date of Registration: 7 July 1987

Name and Domicile of Business:**BUGATTI INTERNATIONAL S.A.**

Aktiengesellschaft [Limited Liability Company]

domiciled in L-2763 Luxembourg, at 38-40, rue Sainte Zithe

Corporate Purpose:

The purpose of the corporation is to manufacture and operate motor vehicles and engines of all kinds and their accessories, as well as plants, machines, tools, and other technical products.

The corporation may acquire and use patents and trademark rights, as well as rights related or supplementary to these patents and trademark rights.

The corporation is authorized to carry out any and all transactions and to take any measures associated with the purpose of the corporation or that the corporation may consider to be either directly or indirectly advantageous. In this connection the

corporation may also establish branch offices in Luxembourg and in other countries, found other companies, acquire such companies, or acquire an interest in them.

Capital:

The subscribed capital of the corporation is 3,800,000 EUR (three million, eight hundred thousand Euros) and is divided into 3,800 (three thousand, eight hundred) registered shares without par value, all of which are fully paid in.

Board of Directors:

Klaus Le Vrang, D-85045 Ingolstadt

Guy Harles, L-2010 Luxembourg

Dr. Karl Heinz Neumann, Schwülper

Reinhold Kopp, Saarbrücken

Daily Management:

Mrs. Elke Rottenkolber, Audi AG, Patent Department I/EK-P, 85045 Ingolstadt, is authorized to represent the corporation jointly with a member of the Board of Directors in all activities relating to day-to-day management.

Auditor:

Mario Schubert, D-38436 Wolfsburg

Articles of Incorporation:

The corporation was founded pursuant to a public document drawn up on 15 June 1987 by the Notary Paul FRIEDERS, whose office in Luxembourg, and published in the *Mémorial* [Official Gazette of Luxembourg], *Recueil Spécial* [Special Digest] C, Number 274 dated 5 October 1987.

The Articles of Incorporation were amended by the same notary on 27 January 1988 and published in the *Mémorial, Recueil Spécial C*, Number 109 dated 25 April 1988.

Subsequently, the Articles of Incorporation were amended by Notary Jean SECKLER, whose office is in Junglinster:

On 21 November 1989, published in the *Mémorial, Recueil Spécial C*, Number 154 dated 9 May 1990;

On 24 April 1990, published in the *Mémorial, Recueil Spécial C* Number 411 dated 7 November 1990;

On 22 January 1991, published in the *Mémorial, Recueil Spécial C*, Number 288 dated 26 July 1991;

On 20 November 1992, published in the *Mémorial, Recueil Spécial C*, Number 116 dated 18 March 1993.

The Articles of Incorporation were last amended by Notary Frank BADEN, whose office is in Luxembourg:

On 23 February 1999, published in the *Mémorial, Recueil Spécial C*, Number 395 dated 1 June 1999;

On 27 July 2000 (name changed to "BUGATTI INTERNATIONAL S.A."), not yet published.

The period of duration of the corporation is perpetual.

The Board of Directors of the corporation shall consist of at least three members, who do not have to be shareholders of the corporation.

The corporation shall become obligated to third parties with the joint signature of two members of the Board of Directors or by the sole signature of an individual duly authorized therefor.

The corporation shall be subject to oversight by an auditor, who does not have to be a shareholder of the corporation.

Certified a true copy
Luxembourg, 17 August 2000
Clerk of the Register of Business and Corporations

[Seal of the District Court of Luxembourg]

/s/

TRIBUNAL D'ARRONDISSEMENT DE ET A LUXEMBOURG**Registre de commerce et des sociétés****EXTRAIT**

Section B

numéro 26.124

Nom de la firme: **BUGATTI INTERNATIONAL S.A.**

Date de l'inscription: 7 juillet 1987

Bezeichnung und Sitz der Gesellschaft:**BUGATTI INTERNATIONAL S.A.**

Aktiengesellschaft

mit Sitz in L-2763 Luxemburg, 38-40, rue Sainte Zithe.

Gesellschaftszweck:

Gegenstand des Unternehmens ist die Herstellung und der Betrieb von Fahrzeugen und Motoren aller Art, deren Zubehör sowie aller Anlagen, Maschinen, Werkzeuge und sonstigen technischen Erzeugnisse.

Die Gesellschaft kann Patente und Markenrechte, sowie zugehörige oder komplettierende Rechte dieser Patente und Markenrechte erwerben und verwerten.

Die Gesellschaft ist berechtigt, alle Geschäfte vorzunehmen und alle Maßnahmen zu ergreifen, die mit dem Zweck des Unternehmens zusammenhängen oder ihm unmittelbar oder mittelbar förderlich erscheinen. Sie kann dazu auch im In- und Ausland Zweigniederlassungen errichten, andere Unternehmen gründen, erwerben oder sich an solchen Unternehmen beteiligen.

Kapital:

Das gezeichnete Kapital beträgt 3.800.000,- EUR (Dreimillionen achthunderttausend Euro) und ist in 3.800 (dreitausendachthundert) Namensaktien ohne Nennwert eingeteilt, welche voll eingezahlt sind.

Verwaltungsrat:

Klaus Le Vrang, D-85045 Ingolstadt

Guy Harles, L-2010 Luxemburg
Dr. Karl Heinz Neumann, Schwülper
Reinhold Kopp, Saarbrücken

Tägliche Geschäftsführung:

Frau Elke Rottenkolber, Audi AG, Patentabteilung I/EK-P, 85045
Ingolstadt ist berechtigt die Gesellschaft zusammen mit einem
Verwaltungsratsmitglied in sämtlichen Tätigkeiten dieser täglichen
Geschäftsführung zu vertreten.

Kommissar:

Mario Schubert, D-38436 Wolfsburg

Bestimmungen des Gesellschaftsvertrages:

Die Gesellschaft wurde gegründet gemäss Urkunde aufgenommen durch
Notar Paul FRIEDERS, mit dem Amtswohnsitz in Luxemburg, am 15. Juni 1987,
veröffentlicht im Mémorial, Recueil Spécial C, Nummer 274 vom 5. Oktober
1987.

Die Satzung wurde abgeändert durch denselben Notar am 27. Januar 1988,
veröffentlicht im Mémorial, Recueil Spécial C, Nummer 109 vom 25. April 1988.

Die Satzung wurde verschiedentlich abgeändert durch Notar Jean
SECKLER, mit dem Amtswohnsitz in Junglinster:
am 21. November 1989, veröffentlicht im Mémorial, Recueil Spécial C,
Nummer 154 vom 9. Mai 1990;

am 24. April 1990, veröffentlicht im Mémorial, Recueil Spécial C,
Nummer 411 vom 7. November 1990;

am 22. Januar 1991, veröffentlicht im Mémorial, Recueil Spécial C,
Nummer 288 vom 26. Juli 1991;

am 20. November 1992, veröffentlicht im Mémorial, Recueil Spécial C,
Nummer 116 vom 18. März 1993.

Die Satzung wurde verschiedentlich abgeändert durch Notar Frank
BADEN, mit dem Amtswohnsitz in Luxemburg:

am 23. Februar 1999, veröffentlicht im Mémorial, Recueil Spécial C,
Nummer 395 vom 1. Juni 1999,

am 27. Juli 2000 (Namensänderung in "BUGATTI INTERNATIONAL S.A."), noch nicht veröffentlicht.

Die Gesellschaft ist auf unbestimmte Zeit festgesetzt.

Der Verwaltungsrat der Gesellschaft besteht aus mindestens drei Mitgliedern, die nicht Aktionäre der Gesellschaft zu sein brauchen.

Dritten gegenüber wird die Gesellschaft durch die gemeinsame Unterschrift von zwei Verwaltungsratsmitgliedern oder durch die Einzelunterschrift entsprechend bevollmächtigter Personen verpflichtet.

Die Gesellschaft unterliegt der Kontrolle durch einen oder mehrere Rechnungsprüfer, die nicht Aktionäre der Gesellschaft zu sein brauchen.

Pour extrait conforme

Luxembourg, le 17 AOUT 2000

La préposée du registre de commerce et des sociétés

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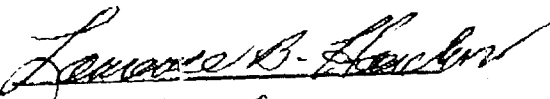


VERIFICATION

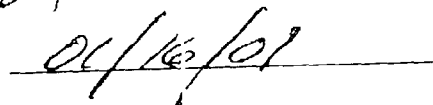
I, the undersigned Lawrence B. Hanlon, of the International Translation Center, Inc, 1660 L Street, N.W., Suite 613, Washington, D.C. 20036, do hereby certify that:

1. I am well acquainted with the French and English languages;
2. to the best of my knowledge and belief, the attached English translation of the Extract in the matter of Bugatti International S.A. Holding as registered in the District Court in and for Luxembourg, is a true, correct and complete translation into English of the original French-language document, which is also attached herewith.

Signed:



Date :



DISTRICT COURT IN AND FOR LUXEMBOURG*(Tribunal d'Arrondissement de et à Luxembourg)*Register of Businesses and Corporations
*(Registre de commerce et des sociétés)***EXTRACT**

Section B

Number 26.124

Name of Company: **BUGATTI INTERNATIONAL S.A. HOLDING**

Date of registration : 7 July 1987

Name, Domicile:**BUGATTI INTERNATIONAL S.A. HOLDING**

société anonyme [limited liability company]

domiciled in L-2763 Luxembourg, at 38-40, rue Sainte Zithe

Corporate Purpose:

The purpose of the corporation is to acquire holdings, in any form, in Luxembourg or foreign companies and to conduct all other forms of investments, acquisition by purchase, subscription or any other manner as well the alienation by sale, exchange, or through any manner, of securities of any kind and the management, control, and development of these holdings.

The corporation may also acquire and develop patents and trade mark rights, as well as all other rights related these patents and trademarks or those rights that supplement them.

The corporation may carry out all activities of a commercial, industrial, or financial nature that are deemed conducive to the accomplishment of its purpose.

Capital:

The authorized capital is established at FIVE HUNDRED SEVENTY-FIVE MILLION LUXEMBOURG FRANCS (575,000,000 - LUF) and is represented by five hundred seventy-five thousand (575,000.--) shares of ONE THOUSAND LUXEMBOURG FRANCS (1,000.-LUF), each fully paid-in.

Board of Directors:

Klaus Le Vrang, D-85045 Ingolstadt
Guy Harles, L-2010 Luxembourg
Dr. Karl Heinz Neumann, Schwülper
Reinhold Kopp, Saarbrücken

Daily Management:

Mrs. Elke Rottenkolber, Audi AG, Patent Department I/EK-P, 85045 Ingolstadt, is authorized to obligate represent (engager) the corporation together with a member of the Board of Directors in all activities relating to daily management of the corporation.

Auditor:

Mario Schubert, D-38436 Wolfsburg

Articles of Incorporation:

The corporation was founded pursuant to a public document drawn up on 15 June 1987 by Maître Paul FRIEDERS, a Notary residing in Luxembourg, published in the *Mémorial C* [Official Gazette of Luxembourg], Number 109 dated 25 April 1987, whose provisions have been amended as follows:

- a) By the aforesaid Notary Paul FRIEDERS on 27 January 1988, published in the *Mémorial C*, Number 109 dated 25 April 1988.
- b) By the Notary Jean SECKLER, residing in Junglinster,
 - On 21 November 1989, published in the *Mémorial C*, Number 154 dated 9 May 1990;
 - On 24 April 1990, published in the *Mémorial C*, Number 411 dated 7 November 1990;
 - On 22 January 1991, published in the *Mémorial C*, Number 288 dated 26 July 1991;
 - On 20 November 1992, published in the *Mémorial C*, Number 116 dated 18 March 1993.
 - On 23 February 1999, published in the *Mémorial C*, Number 395 dated 1 June 1999.

The period of duration of the corporation is perpetual.

The corporation is administered by a Board of Directors consisting of three members, who do not have to be shareholders of the corporation.

The corporation is obligated in all circumstances by the joint signature of two members of the Board of Directors, without prejudice to the decisions that may be made regarding the corporate signature in the case of delegation of powers and/or powers-of-attorney granted by the Board of Directors.

Nonetheless, the signature of a one director shall be sufficient to validly represent the corporation before public authorities.

The oversight of the corporation shall be entrusted to one or more auditors.

Certified a true copy

Luxembourg, NOVEMBER 30, 1999

Clerk of the Register of Business and
Corporations

/signature/

[Seal of the District Court of Luxembourg]

Tribunal d'Arrondissement de et à Luxembourg

Registre de Commerce et des Sociétés

EXTRAIT

Section B

numéro 26 124

Nom de la firme: BUGATTI INTERNATIONAL S.A. HOLDING

Date de l'inscription: 7 juillet 1987

Dénomination, siège social:

"BUGATTI INTERNATIONAL S.A. HOLDING"

société anonyme avec siège social à L-2763 Luxembourg, 38-40, rue Sainte Zithe.

Objet social:

La société a pour objet la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises ou étrangères et toutes autres formes de placements, l'acquisition par achat, souscription ou toute autre manière ainsi que l'aliénation par vente, échange ou toute autre manière de valeurs mobilières de toutes espèces et la gestion, le contrôle et la mise en valeur de ces participations.

La société peut également acquérir et mettre en valeur tous brevets et droits de marque ainsi que d'autres droits se rattachant à ces brevets et droits de marque ou pouvant les compléter.

La société pourra exercer toutes activités de nature commerciale, industrielle ou financière estimées utiles pour l'accomplissement de son objet.

Capital:

Le capital social est fixé à CINQ CENT SOIXANTE QUINZE MILLIONS DE FRANCS LUXEMBOURGEOIS (575.000.000.- LUF) et représenté par cinq cent soixante-quinze mille (575.000.-) actions de MILLE FRANCS LUXEMBOURGEOIS (1.000.- LUF) chacune entièrement libérées.

Conseil d'administration:

Klaus Le Vrang, D-85045 Ingolstadt,
Guy Harles, L-2010 Luxembourg,
Dr. Karl Heinz Neumann, Schwülper,
Reinhold Kopp, Saarbrücken.

Gestion journalière:

Madame Elke Rottenkolber, Audi AG, Patentabteilung I/EK-P, 85045 Ingolstadt est autorisée à engager la société conjointement avec un membre du Conseil d'Administration dans toutes les activités qui concernent la gestion journalière.

Commissaire aux comptes:

Mario Schubert, D-38436 Wolfsburg

Disposition de l'acte de société:

La société a été constituée suivant acte reçu par Maître Paul FRIEDERS, notaire de résidence à Luxembourg, le 15 juin 1987 publié au Mémorial C numéro 274 du 5 octobre 1987 dont les statuts ont été modifiés comme suit:

- a) par acte dudit notaire Paul FRIEDERS en date du 27 janvier 1988, publié au Mémorial C numéro 109 du 25 avril 1988,
- b) par actes du notaire Jean SECKLER, de résidence à Junglinster,

- en date du 21 novembre 1989, publié au Mémorial C numéro 154 du 9 mai 1990,
- en date du 24 avril 1990, publié au Mémorial C numéro 411 du 7 novembre 1990,
- en date du 22 janvier 1991, publié au Mémorial C numéro 288 du 26 juillet 1991,
- en date du 20 novembre 1992, publié au Mémorial C numéro 116 du 18 mars 1993.
- en date du 23 février 1999, publié au Mémorial C numéro 395 du 1er juin 1999

La société est constituée pour une durée indéterminée.

La société est administrée par un conseil d'administration composé de trois membres au moins, actionnaires ou non.

La société est engagée en toutes circonstances par les signatures conjointes de deux administrateurs, sans préjudice des décisions à prendre quant à la signature sociale en cas de délégation de pouvoirs et mandats conférés par le conseil d'administration.

La signature d'un seul administrateur sera toutefois suffisante pour représenter valablement la société dans ses rapports avec les administrations publiques.

Les copies ou extraits des procès-verbaux des réunions du conseil d'administration à produire en justice ou ailleurs sont signés par le président ou par deux administrateurs.

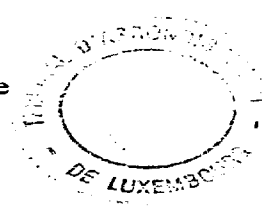
La surveillance de la société est confiée à un ou plusieurs commissaires.

Pour extrait conforme.

Luxembourg, le 30 NOV. 1999

Le Préposé du Registre de Commerce et des Sociétés

M



- NO SPEC
- CHECK ?
- NO CHECK
- TODAY

X NOT TODAY BUT SOON

