

03-13-2001



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



02-22-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #59

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

Submission Type

- New 2-22-01
- Resubmission (Non-Recordation)  
Document ID# \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
  - Security Agreement
  - Merger
  - Change of Name
  - Other \_\_\_\_\_
  - License
  - Nunc Pro Tunc Assignment
- Effective Date  
Month Day Year  
2/3/01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
2/3/01

Name Motorcycle Stuff, Inc.

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Missouri

Receiving Party

Mark if additional names of conveying parties attached

Name Global Motorsport Parts, Inc.

DBA/AK/A TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 16100 Jacqueline Court

Address (line 2) \_\_\_\_\_

Address (line 3) Morgan Hill

City

California  
State/County

95037-5598  
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

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

03/07/2001 TBI/AY 00000040 194215 76097910

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**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 Anna C. Silva, Esq.

Address (line 1) Steinhart & Falconer LLP

Address (line 2) 333 Market Street, 32<sup>nd</sup> Floor

Address (line 3) San Francisco, California 94105

Address (line 4) \_\_\_\_\_

**Pages**

Enter the total number of pages of the attached conveyance document including any attachment.

# 5

**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)

76097910 \_\_\_\_\_

76097911 \_\_\_\_\_

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**Number of Properties**

Enter the total number of properties involved. # 2

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$65.00

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:

# 19-4215

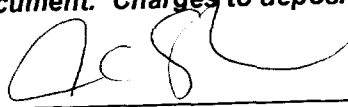
Authorization to charge additional fees: Yes  No

**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.

Anna C. Silva

Name of Person Signing



Signature

February 22, 2001

Date Signed

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 OWNERSHIP, WHICH MERGES:

"MOTORCYCLE STUFF, INC.", A MISSOURI CORPORATION,

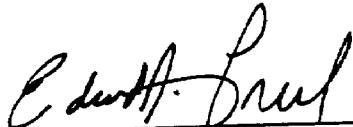
WITH AND INTO "GLOBAL MOTORSPORT PARTS, INC." UNDER THE NAME OF "GLOBAL MOTORSPORT PARTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3323921 8100M

001631637



  
Edward J. Freel, Secretary of State  
AUTHENTICATION: 0860086

DATE: 12-18-00

TRADEMARK  
REEL: 002248 FRAME: 0539

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
MOTORCYCLE STUFF, INC.  
(a Missouri corporation)  
INTO  
GLOBAL MOTORSPORT PARTS, INC.  
(a Delaware corporation)**

It is hereby certified that:

1. Global Motorsport Parts, Inc. (referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Motorcycle Stuff, Inc., which is a business corporation of the State of Missouri.
3. The laws of the jurisdiction of organization of Motorcycle Stuff, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Motorcycle Stuff, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 2, 2000 by the Board of Directors of the Corporation to merge Motorcycle Stuff, Inc. into the Corporation:

RESOLVED, that Motorcycle Stuff, Inc. be merged into this Corporation, and that all of the estate, property rights, privileges, powers, and franchises of Motorcycle Stuff, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Motorcycle Stuff, Inc. in its name.

RESOLVED FURTHER, that this Corporation assume all of the obligations of Motorcycle Stuff, Inc.

**RESOLVED FURTHER**, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Missouri and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of this Corporation, of Motorcycle Stuff, Inc. and in any other appropriate jurisdiction.

Executed on December 2, 2000.

**GLOBAL MOTORSPORT PARTS, INC., a  
Delaware corporation**

By: /s/ Joseph F. Keenan  
Joseph F. Keenan  
Chief Executive Officer and President

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*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "GLOBAL MOTORSPORT PARTS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3323921 8100

010050760

AUTHENTICATION: 0946856

DATE: 01-31-01

TRADEMARK  
REEL: 002248 FRAME: 0542

**GLOBAL MOTORSPORT PARTS, INC.**

**CERTIFICATE OF CORRECTION OF  
CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
MOTORCYCLE STUFF, INC.  
(a Missouri corporation)  
INTO  
GLOBAL MOTORSPORT PARTS, INC.  
(a Delaware corporation)**

GLOBAL MOTORSPORT PARTS, INC. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the Corporation is Global Motorsport Parts, Inc.
2. The Certificate of Ownership and Merger of the Corporation, which was filed by the Secretary of State of Delaware on December 15, 2000, is hereby corrected.
3. The inaccuracy to be corrected in said instrument is as follows:

The Certificate of Ownership and Merger should have provided for a prospective merger effective date of February 3, 2001.

4. The following paragraph is to be added to the Certificate of Ownership and Merger to correct said instrument:

"6. The merger of Motorcycle Stuff, Inc. into the Corporation shall be effective on February 3, 2001."

Executed on this 24th day of January, 2001.

GLOBAL MOTORSPORT PARTS, INC.,  
a Delaware corporation

By: /s/ Joseph F. Keenan  
Joseph F. Keenan  
Chief Executive Officer and President

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