

08-09-2002

U.S. PAT



APPENDIX B

MRO

102185016

DOCKET NO. 1022T001; 002; 003

Form PTO 1595

U.S. Department of Commerce

8.6.02

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents on hand thereof.

1. Name of conveying party(ies)

Pisciotta Enterprises, Inc.
6911 S. Yosemite St., Suite 100
Englewood, CO 80112

Additional name(s) of conveying parties attached Yes No

Individual Citizenship Corporation State
 Association Other _____
 General Partnership _____
 Limited Partnership _____

2. Name and address of receiving party(ies):

Name: Brakes Plus, Inc.
Address: 6911 S. Yosemite St., Suite 100
Englewood, CO 80112

Additional name(s) attached? Yes No
 Individual Citizenship Corporation State
 Association Other _____
 General Partnership _____
 Limited Partnership _____

Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other - Articles of Merger and Change of Name

Execution Date January 1, 2002

If assignee is not domiciled in the USA, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)

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

If this application is being filed together with a new application the execution date of this application is \

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,798,186; 2,287,458; 2,334,455

Additional Numbers attached? Yes No

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

Name Robert E. Purcell
Address : WALL MARJAMA & BILINSKI LLP
101 South Salina Street
Suite 400
Syracuse NY 13202
(315)425-9000

6. Total number of application and registrations involved: 3

7. Total fee (37 CFR 3.4) \$90.00
 Enclosed
 Authorized to charge any deficiency or credit any over payment to Deposit Account No. 50-0289

8. Charge Deposit account
(Attach duplicate copy of this page if paying by deposit)

08/09/2002 6TOM11 00000036 1798186

01 FC:441 40.00 OP
02 FC:442 50.00 OP

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.

Robert E. Purcell
Name of Person Signing

Signature

July 30, 2002
Date

Total Number of Pages Comprising Cover Sheet 1

OMB NO 0651-0011(EXP. 4/94)

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENTS
WASHINGTON D.C. 20231

TRADEMARK
REEL: 002558 FRAME: 0792

Filing return to:
Mel H. Smith, Esq.
Montgomery Little & McGrew, P.C.
1555 DTC Parkway, Suite 800
Greenwood Village, Colorado 80111

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF MERGER

20011245473 0
\$ 60.00
SECRETARY OF STATE
12-27-2001 14:10:20

MERGING

DPC 19911059835 BRAKES PLUS, INC. (a Colorado Corporation),
DPC 19931040161 BRAKES PLUS II, INC. (a Colorado Corporation),
DPC 19951027575 BRAKES PLUS III, INC. (a Colorado Corporation),
DPC 19961005787 BRAKES PLUS IV, INC. (a Colorado Corporation),
DPC 19961005794 BRAKES PLUS V, INC. (a Colorado Corporation),
DPC 19971030177 BRAKES PLUS VI, INC. (a Colorado Corporation),
CHANGE OF NAME *NCG* brakes plus, inc. (an Arizona Corporation),
BRAKES PLUS 127, INC. (a Colorado Corporation), *DPC 20011198179*.
PISCIOTTA ENTERPRISES, INC. (a Colorado Corporation) *DPC 19931105975*

WITH AND INTO

DELAYED EFFECTIVE DATE

SUC 19971127720 NCG S
BRAKES PLUS FRONT RANGE, INC.

11/1/2002

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. A Plan of Merger has been duly adopted providing for the merger of Brakes Plus, Inc., a Colorado corporation, Brakes Plus II, Inc., a Colorado corporation, Brakes Plus III, Inc., a Colorado corporation, Brakes Plus IV, Inc., a Colorado corporation, Brakes Plus V, Inc., a Colorado corporation, Brakes Plus VI, Inc., a Colorado corporation, Brakes Plus 7, Inc., a Colorado corporation, brakes plus, inc., an Arizona corporation, Brakes Plus 127, Inc., a Colorado Corporation, Pisciotta Enterprises, Inc., a Colorado Corporation and Brakes Plus Front Range, Inc., a Colorado Corporation (each corporation is referred to herein as a "Party to the Merger") resulting in Brakes Plus Front Range, Inc. being the surviving corporation. The Plan of Merger setting forth the relevant merger details is attached hereto.
2. The Plan of Merger was approved by the shareholders of each Party to the Merger which is organized in Colorado, pursuant to the Colorado Business Corporation Act, Section 7-111-103. The number of votes cast for the plan by the voting group of each Party to the Merger entitled to vote separately on the merger was sufficient for approval by that voting group.
3. brakes plus, inc., an Arizona corporation, is organized under the laws of the State of Arizona. The Plan of Merger was approved by the shareholders of brakes plus, inc., pursuant to the Arizona Business Corporation Act, Section 10-1103. The number

Handwritten signature and initials

of votes cast for the plan by each voting group entitled to vote separately on the merger was sufficient for approval by that voting group.

4. The Articles of Incorporation of Brakes Plus Front Range, Inc. as the surviving corporation will be amended in conjunction with the merger as follows:
 - A. The name of the surviving corporation is changed to Brakes Plus, Inc.;
 - B. A new Article XV is added which reads as follows:

“ARTICLE XV

Director Liability

No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of Colorado Revised Statutes § 7-106-401 or the articles of incorporation if it is established that the director did not perform his duties in compliance with Colorado Revised Statutes § 7-108-401, provided that the personal liability of a director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of Colorado Revised Statutes § 7-106-401 or the articles of incorporation; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or person.”

5. The merger is to be effective on 12:01 a.m., January 1, 2002.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed this 26th day of December, 2001.


BRAKES PLUS, INC., a Colorado corporation

By: 


Larry F. Disciotta, President

[Signature page to Articles of Merger]

BRAKES PLUS II, INC., a Colorado corporation

By: 
Larry F. Pisciotta, President

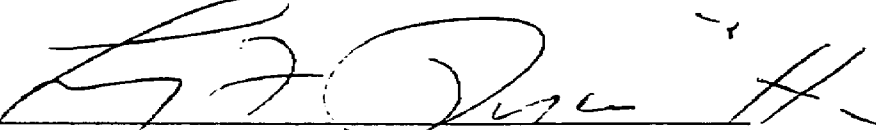
BRAKES PLUS III, INC., a Colorado corporation

By: 
Larry F. Pisciotta, President

BRAKES PLUS IV, INC., a Colorado corporation

By: 
Larry F. Pisciotta, President


BRAKES PLUS V, INC., a Colorado corporation

By: 
Larry F. Pisciotta, President

BRAKES PLUS VI, INC., a Colorado corporation

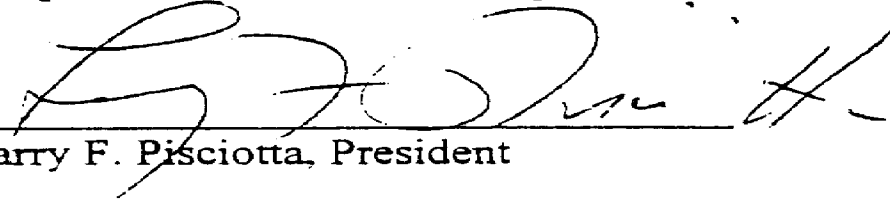
By: 
Larry F. Pisciotta, President

BRAKES PLUS 7, INC., a Colorado corporation

By: 
Larry F. Pisciotta, President

[Signature page to Articles of Merger]

brakes plus, inc., an Arizona corporation

By: 
Larry F. Pisciotta, President

BRAKES PLUS 127, INC., a Colorado corporation

By: 
Dean P. Pisciotta, President

PISCIOTTA ENTERPRISES, INC.,
a Colorado corporation

By: 
Larry E. Pisciotta, President

BRAKES PLUS FRONT RANGE, INC.,
a Colorado corporation

By: 
Larry F. Pisciotta, President