

09-12-2002

NET

Docket No.:

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attached original documents or copy thereof.

To the Honorable Commissioner of Pat.

102219359

1. Name of conveying party(ies):

USTRC Acquisition Corp.

8-22-02

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: May 13, 1998

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

Name: United States Team Roping Championships, Inc.

Internal Address:

Street Address: 148 County Road 437

City: Stephenville State: TX ZIP: 76401

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,844,812	2,344,367
1,896,139	2,344,368
2,269,362	2,400,363

Additional numbers Yes No

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

Name: Mark I. Feldman

Internal Address: Piper Rudnick
Suite 1800

Street Address: 203 North LaSalle Street

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed
- Any deficiency Authorized to be charged to deposit account

8. Deposit account number:

18-2284

09/11/2002 6TON11 00000146 1844812

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 125.00 DP

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.

Mark I. Feldman

Mark Feldman

8-16-02

MSP

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

State of Delaware
Office of the Secretary of State

PAGE 1

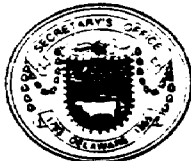
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UNITED STATES TEAM ROPING CHAMPIONSHIPS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "USTRC ACQUISITION CORP." TO "UNITED STATES TEAM ROPING CHAMPIONSHIPS, INC.", FILED THE THIRTEENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010474574

AUTHENTICATION: 1358259

DATE: 09-25-01

TRADEMARK
REEL: 2580 FRAME: 0381

CERTIFICATE OF INCORPORATION

OF

USTRC ACQUISITION CORP.

(a Delaware corporation)

ARTICLE ONE

The name of the corporation (hereinafter, the "Corporation") is USTRC Acquisition Corp.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is 9 East Loockerman Street, City of Dover, County of Kent, Delaware 19901. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE FOUR

The total number of shares of all classes of stock which the Corporation has authority to issue is 1,000 shares, all of which are shares of Common Stock, par value \$.01 per share.

ARTICLE FIVE

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court

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directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE SIX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE SEVEN

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Reinena L. Davis	c/o O'Sullivan Graev & Karabell, LLP 30 Rockefeller Plaza, 41st Floor New York, New York 10112

ARTICLE EIGHT

The number of directors of the Corporation shall be as set forth in the By-laws of the Corporation, consisting of Class I Directors (the "Class I Directors") and Class II Directors (the

"Class II Directors"). The election of directors of the Corporation need not be by ballot unless the By-laws so require. At each meeting of the Corporation's board of directors (or committee thereof) at which a quorum is present each Class I Director shall be entitled to one vote on each matter to be voted on at such meeting, and each Class II Director shall be entitled to one vote plus a number of votes equal to the number of Class I Directors present at such meeting on each matter to be voted on at such meeting.

ARTICLE NINE

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors of the Corporation is expressly authorized and empowered to make, alter, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation.

ARTICLE TEN

The Corporation is to have perpetual existence.

ARTICLE ELEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the By-laws of the Corporation.

ARTICLE TWELVE

The Corporation elects not to be governed by Section 203 of the General Corporation Law.

ARTICLE THIRTEEN

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed this instrument on the 27th day of April, 1998, thereby acknowledging that this instrument is the act and deed of the undersigned and that the facts stated above are true.



Reineka L. Davis
Sole Incorporator

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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
USTRC ACQUISITION CORP.**

USTRC ACQUISITION CORP., a Delaware corporation, **HEREBY CERTIFIES** as follows:

FIRST: The current name of the corporation is USTRC ACQUISITION CORP. (the "Corporation"). The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was April 27, 1998.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended (the "Amendment") by deleting, in its entirety, ARTICLE ONE thereof and inserting in lieu thereof a new ARTICLE ONE to read as follows:

"ARTICLE ONE

The name of the corporation (hereinafter, the "Corporation") is **UNITED STATES TEAM ROPING CHAMPIONSHIPS, INC.**"

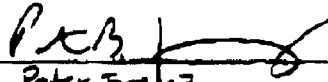
THIRD: This Amendment was duly adopted by the Board of Directors of the Corporation and by the holders of a majority of the issued and outstanding voting capital stock of the Corporation, each by written consent thereof, in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware (the "DGCL"). Pursuant to Section 228 of the DGCL, notice of the approval of this Certificate of Amendment by written consent of the holders of a majority of the issued and outstanding voting capital stock of the Corporation was provided to those holders of voting capital stock of the Corporation who did not consent to the taking of such action.

FOURTH: This Certificate shall become effective immediately upon its filing with the Secretary of State of the State of Delaware.

* * * *

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on behalf of the Corporation as of the 12th day of May, 1998.

USTAC ACQUISITION CORP.

By: 
Name: Peter Frantz
Title: Secretary

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