

REC
TR

12-31-2002

Docket No.:

26785.0137

Tab settings



To the Honorable Commissioner of Patents and

102324773

and original documents or copy thereof.

1. Name of conveying party(ies):

Ugly Duckling Car Sales and Finance Corporation

12-26-02

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

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

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

Name: DriveTime Sales and Finance Corporation

Internal Address:

Street Address: 4020 E. Indian School Road

City: Phoenix State: AZ ZIP: 85018

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 30, 2002

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

A. Trademark Application No.(s)

76/118,554	76/404,606	78/157,924
76/375,210	76/404,607	78/157,921
76/375,366	78/143,339	

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Damon L. Boyd

Internal Address: Snell & Wilmer L.L.P.

Street Address: One Arizona Center

400 E. Van Buren

City: Phoenix State: AZ ZIP: 85004

6. Total number of applications and registrations involved:.....

8

7. Total fee (37 CFR 3.41):.....\$ \$215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2814

12/30/2002 LMUELLER 00000163 76118554

DO NOT USE THIS SPACE

01 FC:8521	40.00 OP
02 FC:8522	175.00 OP

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.

Damon L. Boyd, Reg. No. 44,552

Name of Person Signing

Signature

12/19/2002

Date

Total number of pages including cover sheet, attachments, and documents

6

TRADEMARK

REEL: 002640 FRAME: 0547

SEP-11-02 09:04AM FROM: UGLY DUCKLING

T-932 P 32/05 F-619

**AZ. CORP COMMISSION
FILED**

SEP - 3 2002

APPR. M. Hays-Charles
TERM _____
DATE 9-3-02

**ARTICLES OF RESTATEMENT
OF**

UGLY DUCKLING CAR SALES AND FINANCE CORPORATION

-0522862-4

1. The name of the corporation is Ugly Duckling Car Sales and Finance Corporation.
2. Attached hereto as Exhibit A is a copy of the articles of incorporation of the corporation fully restated to include all amendments to the articles of incorporation through the date of filing of this document.
3. The restatement does contain an amendment to the articles requiring approval in writing by the person or person's so specified in the corporation's Articles of Incorporation or bylaws. Such approval was obtained from the shareholder of all 7,821,000 issued and outstanding shares on August 30, 2002.

Ugly Duckling Car Sales and Finance Corporation

By: 
Name: Jon D. Ehlinger
Its: Secretary

Exhibit A

**Articles of Amendment and Restatement
To
Articles of Incorporation
of
Ugly Duckling Car Sales and Finance Corporation**

Pursuant to Arizona Revised Statutes, Section 10-10-1003 & 10-1007, Ugly Duckling Car Sales and Finance Corporation submits these Amended and Restated Articles of Incorporation. Ugly Duckling Car Sales and Finance Corporation, a corporation organized and existing under Title 10 of the Arizona Revised Statutes, DOES HEREBY CERTIFY:

- I. The name of the Corporation is Ugly Duckling Car Sales and Finance Corporation.
- II. The principal office of the Corporation is 4020 E. Indian School Rd., Phoenix, Arizona 85018.
- III. The Articles of Incorporation are amended and restated as follows:

1. Name.

The name of the corporation is DriveTime Sales and Finance Corporation.

2. Purpose.

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

3. Initial Business.

The Corporation initially intends to conduct the business of acting as a finance company.

4. Authorized Capital.

The corporation shall have the authority to issue 10,000,000 shares of common stock, one class only, with no par value (the "Common Stock"). Shares of common stock may be issued for such consideration as may be acceptable to the Board of Directors. The corporation may create and issue rights or options to purchase shares of common stock and such rights or options may be issued to directors, officers, employees or agents of the

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corporation and the shareholders of the corporation shall not have any preemptive rights thereto. In the absence of bad faith in the valuation of the consideration, the judgment of the Board of Directors as to the value of the consideration received for the shares of Common Stock shall be conclusive.

5. Known Place of Business.

The street address of the known place of business of the Corporation is:

4020 E. Indian Shool Rd.
Phoenix, AZ 85018
(County of Maricopa)

6. Statutory Agent

The name and address of the statutory agent of the Corporation is:

Jon D. Ehlinger
4020 E. Indian Shool Rd.
Phoenix, AZ 85018
(County of Maricopa)

7. Board of Directors.

The initial board of directors shall consist of one (1) director. The name and address of the person who is to serve as the director until the first annual meeting of shareholders or until his successor is elected and qualifies is:

Gregory B. Sullivan
4020 E. Indian School
Phoenix, AZ 85018

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Indemnification.

To the extent permitted by law, the corporation may indemnify, in its discretion, any person who incurs liability or expense by reason of the fact that he or she is an officer, director, shareholder, employee or agent of the corporation.

[remainder of page intentionally left blank]

9. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 30 day of August, 2002. _____ President

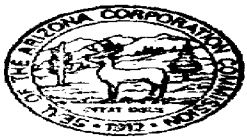

Greg J. Sullivan

Attest: 
Jon D. Ehinger, Secretary

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 30 day of August, 2002.


Jon D. Ehinger



**STATE OF ARIZONA
CORPORATION COMMISSION**

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 05228629.


Executive Secretary

Dated: 12-10-02 By: Craig Campbell