

FORM PTO-1594 (Rev. 6-93)  OMB No. 0651-0011 (exp. 4/94) Tab settings ⇌ ⇌	<b>RECORDATION FORM COVER SHEET</b>  <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office  4636, 4657						
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.								
1. Name of conveying party(ies): <u>Racing Champions South, Inc.</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of North Carolina <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>RC2 South, Inc.</u> Internal Address: _____ Street Address: <u>P.O Box 500, Hwys. 136 &amp; 20</u> City: <u>Dyersville</u> State: <u>IA</u> Zip: <u>52040-0550</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - North Carolina <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</small> <small>(Designations must be a separate document from assignment)</small> <small>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>							
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 24, 2003</u>	4. Application number(s) or patent number(s):  <table style="width:100%;"> <tr> <td style="width:50%;">A. Trademark Application No.(s)</td> <td style="width:50%;">B. Trademark Registration No.(s)</td> </tr> <tr> <td></td> <td style="text-align: center;"><u>2,140,094          2,203,116</u></td> </tr> </table> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		A. Trademark Application No.(s)	B. Trademark Registration No.(s)		<u>2,140,094          2,203,116</u>		
A. Trademark Application No.(s)	B. Trademark Registration No.(s)							
	<u>2,140,094          2,203,116</u>							
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: <u>Michele L. Dietz</u> Internal Address: <u>Suite 2100</u>   Street Address: <u>Reinhart Boerner Van Deuren s.c.</u> <u>1000 North Water Street</u> City: <u>Milwaukee</u> State: <u>WI</u> Zip: <u>53202</u>	6. Total number of applications and registrations involved: ..... <u>2</u>  7. Total fee (37 CFR 3.41)..... <u>\$65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.							
	8. Deposit account number: <u>18-0882</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>							
<b>DO NOT USE THIS SPACE</b>								
9. Statement and signature. <i>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.</i>  <table style="width:100%; border: none;"> <tr> <td style="width:30%; border: none;"><u>Michele L. Dietz</u></td> <td style="width:40%; border: none; text-align: center;"></td> <td style="width:30%; border: none; text-align: right;"><u>January 14, 2004</u></td> </tr> <tr> <td style="border: none;">Name of Person Signing</td> <td style="border: none; text-align: center;">Signature</td> <td style="border: none; text-align: right;">Date</td> </tr> </table> Total number of pages including cover sheet, attachments, and document: <u>[4]</u>			<u>Michele L. Dietz</u>		<u>January 14, 2004</u>	Name of Person Signing	Signature	Date
<u>Michele L. Dietz</u>		<u>January 14, 2004</u>						
Name of Person Signing	Signature	Date						

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 Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, D.C. 20231



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF AMENDMENT

OF

### RACING CHAMPIONS SOUTH, INC. WHICH CHANGED ITS NAME TO RC2 SOUTH, INC.

the original of which was filed in this office on the 30th day of June, 2003.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 30th day of June, 2003

*Elaine F. Marshall*

Secretary of State

Date Filed: 6/30/2003 4:42:00 PM  
Elaine F. Marshall  
North Carolina Secretary of State  
C200318100444

State of North Carolina  
Department of the Secretary of State

ARTICLES OF AMENDMENT  
BUSINESS CORPORATION

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

- 1. The name of the corporation is: Racing Champions South, Inc.
- 2. The text of each amendment adopted is as follows (State below or attach):

The amendment adopted relates to section 1 of the Articles of Incorporation. After amendment, said section 1 shall read in its entirety as follows:

- 1. The name of the corporation is RC2 South, Inc.

- 3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

- 4. The date of adoption of each amendment was as follows: June 24, 2003

- 5. (Check either a, b, c, or d, whichever is applicable)

- a.  The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
- b.  The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
- c.  The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because (set forth a brief explanation of why shareholder action was not required.)

- d.  The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

ARTICLES OF AMENDMENT

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6. These articles will be effective upon filing, unless a delayed time and date is specified:

\_\_\_\_\_

This the 24<sup>th</sup> day of June, 2003

Racing Champions South, Inc.

Name of Corporation



Signature

Curtis W. Stoelting, Chief Executive Officer

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

TOTAL P.03