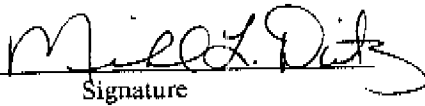
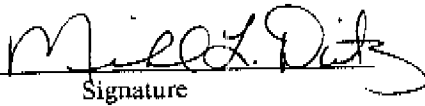
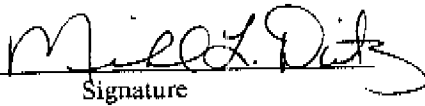


FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Tab settings ⇨ ⇩	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office 5421			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Racing Champions Ertl, Inc. <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 Delaware <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>RC Ertl, Inc.</u> Internal Address: _____ Street Address: <u>P.O Box 500, 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 - Delaware <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          (Designations must be a separate document from assignment)          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>April 3, 2002</u>					
4. Application number(s) or patent number(s): <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;">A. Trademark Application No.(s)</td> <td style="width:50%; border: none;">B. Trademark Registration No.(s) <u>1,861,036</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>1,861,036</u>	
A. Trademark Application No.(s)	B. Trademark Registration No.(s) <u>1,861,036</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>1</u> 7. Total fee (37 CFR 3.41)..... <u>\$40.00</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>				
DO NOT USE THIS SPACE					
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>            Name of Person Signing         </td> <td style="width:40%; border: none; text-align: center;">             Signature         </td> <td style="width:30%; border: none; text-align: right;"> <u>January 22, 2004</u>            Date         </td> </tr> </table> Total number of pages including cover sheet, attachments, and document: <u>[3]</u>			<u>Michele L. Dietz</u> Name of Person Signing	 Signature	<u>January 22, 2004</u> Date
<u>Michele L. Dietz</u> Name of Person Signing	 Signature	<u>January 22, 2004</u> Date			

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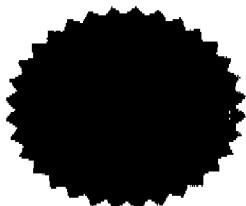
 Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, D.C. 20231

# Delaware

PAGE 1

*The First State*

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 AMENDMENT OF "RACING CHAMPIONS ERTL, INC.", CHANGING ITS NAME FROM "RACING CHAMPIONS ERTL, INC." TO "RC ERTL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2002, AT 12 O'CLOCK P.M.



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

2139250 8100

020455965

AUTHENTICATION: 1890389

DATE: 07-18-02

TRADEMARK  
REEL: 002781 FRAME: 0270

APR 03 2002 10:45 FR RBVDNR MILW #5

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 04/03/2002  
020213222 - 2139250

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RACING CHAMPIONS ERTL, INC.**

Racing Champions Ertl, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST.** That the Sole Director of said corporation adopted the following resolution:

**RESOLVED:** That the Sole Director hereby declares it advisable and in the best interests of the corporation that Article 1 of the Certificate of Incorporation be amended to read as follows:

- 1. The name of the Corporation is RC Ertl, Inc.

**SECOND.** That the foregoing amendment has been consented to and authorized by the holders of all of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD.** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Robert E. Dods, this 3rd day of April, 2002.

/s/ Robert E. Dods  
Robert E. Dods, Chief Executive  
Officer and Chairman of the Board

MW12448135W:SW