

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)
Tab settings ⇌ ⇌

TRADEMARKS ONLY

5427

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 South, Inc.

- Individual(s)
 - General Partnership
 - Corporation-State of North Carolina
 - Other _____
- Association
 - Limited Partnership

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

2. Name and address of receiving party(ies)

Name: RC2 South, Inc.

Internal Address: _____

Street Address: P.O Box 500, Hwys. 136 & 20

City: Dyersville State: IA Zip: 52040-0550

- Individual(s) citizenship _____
- Association _____
- General Partnership
- Limited Partnership
- Corporation - North Carolina
- 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: June 24, 2003

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1873832

Additional numbers attached? Yes No

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

Name: Michele L. Dietz

Internal Address: Suite 2100

Street Address: Reinhart Boerner Van Deuren s.c.

1000 North Water Street

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Authorized to be charged to deposit account
- Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:

18-0882

(Attach duplicate copy of this page if paying by deposit account)

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.

Michele L. Dietz

Name of Person Signing

Michele L. Dietz
Signature

February 11, 2004

Date

Total number of pages including cover sheet, attachments, and document: [4]

1061491

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

700065569

TRADEMARK
REEL: 002791 FRAME: 0917

GH \$40.00 180882 1873832



NORTH CAROLINA Department of The Secretary of State

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

Department of the Secretary of State

Elaine F. Marshall
North Carolina Secretary of State
C200318100444

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)

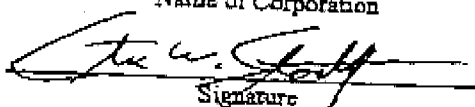
- a. The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
- b. The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
- c. The amendment(s) was (were) duly adopted by the board of directors without shareholder action 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.

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

This the 24th day of June, 20 03

Racing Champions South, Inc.
 Name of Corporation


 Signature

Curtis W. Stoelting, Chief Executive Officer
 Type or Print Name and Title

NOTES:
 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