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Form PTO-1594 (Rev. 10/02)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Roundhouse Products, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Roundhouse, Inc.

Internal

Address:

Street Address: 18700 S. Laurel Park Road

City: Rancho Domingue State: CA Zip: 90220

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California (checked), 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, Merger, Security Agreement, Change of Name (checked), Other

Execution Date: 12/30/98

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2341912

Additional number(s) attached Yes No

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

Name: Susan J. Barricella, Esq.

Internal Address: Rutan & Tucker LLP

Street Address: 611 Anton Blvd., 14th Floor

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved:

1

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

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Susan J. Barricella Name of Person Signing

Signature

November 3, 2003 Date

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

4

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



11-06-2003

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #66

TRADEMARK REEL: 002870 FRAME: 0394

11/26/2003 LINDSEY WANNIS 2341912 10:30 AM '03

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROUNDHOUSE PRODUCTS, INC.

FILED
in the office of the Secretary of State
of the State of California

FEB 25 1999

Bill Jones
BILL JONES, Secretary of State

The undersigned Howard Sherman and Jonathan Gordon certify that:

1. They are the president and secretary, respectively, of Roundhouse Products, Inc.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION
OF
ROUNDHOUSE PRODUCTS, INC.

I.

The name of the corporation is Roundhouse, Inc.

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

This corporation is authorized to issue three classes of capital stock, 500 shares which shall be designated as Class A Voting Common Stock, no par value, 10,000,000 shares which shall be designated as Class B Non-Voting Common Stock, no par value, and 500,000 shares which shall be designated as Class C Voting Common Stock, no par value.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The Class A Voting Common Stock, the Class B Non-Voting Common Stock and the Class C Voting Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters, including rights in liquidation, provided, however, that:

(i) the holders of Class A Voting Common Stock shall be entitled to one vote per share on all matters to be voted on by the shareholders of the corporation, except the holders of such stock shall not be entitled to vote for the election or removal of Class C Directors and the Class A Voting Common Stock shall not be included in determining the number of shares voting or entitled to vote on such matters;

(ii) except as otherwise expressly required by law, the holders of Class B Non-Voting Common Stock shall have no right to vote on any matter to be voted on by the shareholders of the corporation (including, without limitation, any election or removal of the directors of the corporation) and the Class B Non-Voting Common Stock shall not be included in determining the number of shares voting or entitled to vote on such matters; and

(iii) the holder of Class C Voting Common Stock shall be entitled to one vote per share on all matters to be voted on by the shareholders of the corporation, except the holders of such stock shall not be entitled to vote for the election or removal of Class A Directors and the Class C Voting Common Stock shall not be included in determining the number of shares voting or entitled to vote on such matters.

IV.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V.

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) to the fullest extent permissible under California law.

VI.

Any repeal or modification of the provisions of Articles IV, V or this Article VI by the shareholders of the corporation shall not adversely affect any right or protection of a director or agent of this corporation existing at the time of such repeal or modification.


3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 14,610, of which 100 shares are Class A Voting Shares and 14,510 shares are Class B Non-Voting Shares. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was greater than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of December 30, 1998.


Howard Sherman
President


Jonathan Gordon
Secretary

