

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Global Motorsport Parts, Inc.		12/12/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Global Motorsport Group, Inc.
Street Address:	16100 Jacqueline Court
City:	Morgan Hill
State/Country:	CALIFORNIA
Postal Code:	95037
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2420620	CHROME SPECIALTIES
Registration Number:	2403637	DONNIE SMITH DESIGN
Registration Number:	2676939	JAMMER CYCLE PRODUCTS
Registration Number:	2813292	JAMMER'S HANDBOOK
Registration Number:	2114906	MOTOR FACTORY
Registration Number:	2537893	MOTORCYCLE STUFF
Registration Number:	2424534	CHROME SPECIALTIES
Serial Number:	78107779	CRUISER STUFF
Serial Number:	78975477	JAMMER CYCLE PRODUCTS
Serial Number:	78085012	JAMMER CYCLE PRODUCTS
Serial Number:	76097910	MOTORCYCLE STUFF

CORRESPONDENCE DATA

Fax Number: (415)659-7300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (415) 659-7000

CH \$290.00 2420620

Email: tmdocket@piperrudnick.com
Correspondent Name: Eugene M. Pak
Address Line 1: 333 Market Street
Address Line 2: Suite 3200
Address Line 4: San Francisco, CALIFORNIA 94105-2150

ATTORNEY DOCKET NUMBER:

531333-2

NAME OF SUBMITTER:

Eugene M. Pak

Total Attachments: 3

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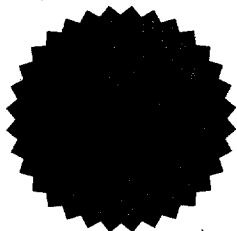
Delaware

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 OWNERSHIP, WHICH MERGES:

"GLOBAL MOTORSPORT PARTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "GLOBAL MOTORSPORT GROUP, INC." UNDER THE NAME OF "GLOBAL MOTORSPORT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2003, AT 3:53 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2232192 8100M

AUTHENTICATION: 2814610

030807832

DATE: 12-16-03

TRADEMARK
REEL: 002887 FRAME: 0042

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GLOBAL MOTORSPORT PARTS, INC.

WITH AND INTO

GLOBAL MOTORSPORT GROUP, INC.

Pursuant to Section 253 of the Delaware General Corporation Law

Global Motorsport Group, Inc., a Delaware corporation (the "Corporation"),
HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on June 1, 1990 under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of Global Motorsport Parts, Inc., a corporation incorporated on December 1, 2000, under the laws of the State of Delaware ("Subsidiary").

THIRD: The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of its Board of Directors, as of December 11, 2003, determined to merge Subsidiary with and into the Corporation:

RESOLVED, that the Corporation merge Global Motorsport Parts, Inc., a Delaware corporation ("Subsidiary"), with and into the Corporation (the "Merger"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "General Corporation Law");

RESOLVED, that the Merger shall become effective at the time (the "Effective Time") of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of the General Corporation Law;

RESOLVED, that, at the Effective Time, Subsidiary shall be merged with and into the Corporation, the separate existence of Subsidiary shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without further action, shall possess all the rights, privileges, powers and franchises, public and private, of both the Corporation and Subsidiary and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of both the Corporation and Subsidiary;

RESOLVED, that the Certificate of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation;

RESOLVED, that, at the Effective Time, each share of the common stock, par value \$0.001 per share, of Subsidiary that is issued and outstanding immediately prior to the Effective Time, shall be deemed cancelled;

RESOLVED, that, at the Effective Time, each share of the common stock, par value \$0.01 per share, of the Corporation that is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors and officers of the Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed; and

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Frank Esposito, its President, as of this 12th day of December, 2003.

GLOBAL MOTORSPORT GROUP, INC.

By: /s/ FRANK ESPOSITO

Name: Frank Esposito

Title: President