

01-22-2004



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TRADEMARK

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

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

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): 1-20-04  
 Global Motorsport Parts, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

2. Name and Address of receiving party(ies)  
 Name: Global Motorsport Group, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 16100 Jacqueline Court  
 City: Morgan Hill State: CA Zip: 95037

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State: Delaware  
 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  
 Other Certificate of Ownership and Merger

Execution Date: December 12, 2003

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
See Attached

B. Trademark Registration No.(s)  
See Attached

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Intellectual Property Docketing  
 Internal Address: SHEARMAN & STERLING LLP  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 599 Lexington Avenue  
 \_\_\_\_\_  
 City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41)..... \$ 265.00  
 Enclosed  
 Authorized to be charged to deposit account

8. If check is missing or otherwise insufficient, charge deposit account number:  
50-0324

(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.*

Tamara L. Hrivnak                      [Signature]                      January 15, 2004  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 6

01/21/2004 DBYRNE 00000072 78085012  
01 FC:8521 40.00 DP  
02 FC:8522 225.00 DP

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

**Trademark Application Nos.**

<u>Name</u>	<u>Registration No.</u>
JAMMER CYCLE PRODUCTS AND DESIGN	78/085,012
JAMMER'S HANDBOOK	75/819,915
MOTORCYCLE STUFF	76/097,910

**Trademark Registration Nos.**

<u>Name</u>	<u>Application No.</u>
CHROME SPECIALTIES	2,420,620
CHROME SPECIALTIES AND DESIGN	2,424,534
DONNIE SMITH AND DESIGN	2,403,637
JAMMER CYCLE PRODUCTS AND DESIGN	2,676,939
MOTOR FACTORY	2,114,906
MOTORCYCLE STUFF	2,537,893
STREETWARE FOR THOSE WHO DARE	2,710,150

**NO ADDITIONAL PAGES**

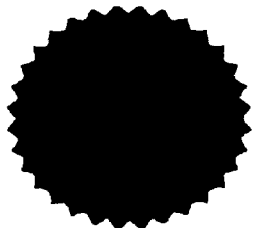
# Delaware

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

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REEL: 002899 FRAME: 0366

**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

**Trademark Application Nos.**

<u>Name</u>	<u>Registration No.</u>
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