

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Galaxy Tire & Wheel, Inc.		09/30/2005	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	GPX Tire & Wheel, Inc.
Street Address:	730 Eastern Avenue
City:	Malden
State/Country:	MASSACHUSETTS
Postal Code:	02148-0070
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2117872	CONSTELLATION
Registration Number:	2117704	CONSTELLATION
Registration Number:	2532380	GALAXY
Registration Number:	1592907	GALAXY
Registration Number:	2067323	KING KONG
Registration Number:	2225598	SUPER SIDEWALL
Registration Number:	1912844	SUPER SIDEWALL
Registration Number:	2247291	THE BEAST
Registration Number:	2063496	THE BEEFY BABY
Registration Number:	2376922	THE HIPPO
Registration Number:	2342360	THE HULK
Registration Number:	2874065	THE KING OF COAL
Registration Number:	2275575	TURF SPECIAL

OP \$340.00 2117872

CORRESPONDENCE DATA

Fax Number: (617)345-9020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (617) 378-4204
Email: tmdocket@haslaw.com
Correspondent Name: Amy B. Spagnole
Address Line 1: Hinckley, Allen & Snyder LLP
Address Line 2: 28 State Street
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	50645/91564
NAME OF SUBMITTER:	Amy B. Spagnole
Signature:	/Amy B. Spagnole/
Date:	11/02/2005

Total Attachments: 10
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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED Restated Articles of Organization FORM MUST BE TYPED
(General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)

(1) Exact name of corporation: Galaxy Tire & Wheel, Inc.

(2) Registered office address: 730 Eastern Avenue, Malden, Massachusetts, 02148-0070
(number, street, city or town, state, zip code)

(3) Date adopted: September 27, 2005
(month, day, year)

(4) Approved by:

(check appropriate box)

the directors without shareholder approval and shareholder approval was not required;

OR

the board of directors and the shareholders in the manner required by G.L. Chapter 156D and the corporation's articles of organization.

(5) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02 except that the supplemental information provided for in Article VIII is not required:*

ARTICLE I

The exact name of the corporation is:

GPX Tire & Wheel, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:**

* Changes to Article VIII must be made by filing a statement of change of supplemental information form.

** Professional corporations governed by G.L. Chapter 156A and must specify the professional activities of the corporation.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	400,000	no par value
		Special Voting	150,000	\$.001

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

Please see Continuation Sheet IV(a) attached hereto.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

None.

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

Please see Continuation Sheet VI(a) attached hereto.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

Continuation Sheet IV(a)

**Article IV
Stock Preference, Limitations and Relative Rights**

The holders of shares of Common Stock shall be entitled to attend all special and annual meetings of the shareholders of the corporation and, together with the holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one (1) vote for each share of Common Stock outstanding in the name of the holder on the books of the corporation upon any matter or thing properly considered and acted upon by the shareholders. The holders of shares of Special Voting Stock shall be entitled to one (1) vote for each share of Special Voting Stock outstanding in the name of the holder on the books of the corporation with identical voting rights as holders of shares of Common Stock. Except as otherwise provided herein or by applicable law, the Special Voting Stock and Common Stock shall vote together as a single class. The holders of Special Voting Stock are entitled to receive notice of all meetings of the shareholders of the corporation to the same extent and in the same manner as the holders of the Common Stock of the corporation.

The holders of Common Stock shall be entitled to receive such dividends (whether payable in cash or otherwise) as shall be declared from time to time by the Board of Directors out of funds legally available therefor. The Board of Directors may declare and distribute dividends *pro rata* to the holders of Common Stock in the form of shares of Common Stock of the corporation, except that so long as any shares of Special Voting Stock are outstanding, no dividends in the form of Common Stock shall be declared or distributed on the Common Stock unless, at the same time, there shall be declared and distributed to holders of shares of Special Voting Stock, a number of shares of Special Voting Stock per share equal to the number of shares of Common Stock per share distributed to the holders of Common Stock.

The holders of shares of Special Voting Stock shall not be entitled to receive any dividends or other distributions or to receive or participate in any distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation.

The shares of Special Voting Stock are being issued in connection with a certain Stock Purchase and Combination Agreement dated as of September 28, 2005 (the "Combination Agreement") by and among the corporation, 1672445 Ontario Inc., an Ontario corporation ("AcquisitionCo"), the Galaxy Principal Shareholders (as defined in the Combination Agreement), Dynamic Tire Corp., an Ontario corporation ("Dynamic"), and the shareholders of Dynamic pursuant to which AcquisitionCo issued to certain Dynamic shareholders exchangeable shares ("Exchangeable Shares"). No shares of Special Voting Stock shall be issued except as contemplated by the Combination Agreement. Title to shares of Special Voting Stock is transferable only in connection with the transfer of an equal number of shares of Exchangeable Shares and then only to the transferee of such Exchangeable Shares. Transfers contrary to the provisions hereof will be void and of no effect. The Special Voting Stock will remain subject to the terms and conditions of this provision notwithstanding their purported transfer.

Additionally, (i) upon the delivery by a holder of a certificate representing Exchangeable Shares in connection with the exercise by such holder of any exchange right with respect to the Exchangeable Shares or the occurrence of the automatic exchange of such Exchangeable Shares, in either case, for shares of Common Stock, or (ii) upon the retraction or redemption of such Exchangeable Shares pursuant to the terms of such Exchangeable Shares set forth in the articles of incorporation of AcquisitionCo, or (iii) upon the effective date of the liquidation, dissolution or winding-up of the successor by amalgamation of AcquisitionCo ("Amalco"), or (iv) upon the repurchase of Exchangeable Shares from the holder thereof by the corporation or Amalco pursuant to the exercise by either the corporation or Amalco of a call right, then an equal number of shares of Special Voting Stock held by such holder (the "Redeemed Shares") shall cease to be outstanding and shall automatically be canceled and retired and shall cease to exist and each certificate previously evidencing such Redeemed Shares shall thereafter represent (to the extent such certificate evidences the Redeemed Shares) only the right to receive the par value of the Redeemed Shares as described below. Upon surrender to the corporation of the certificate that evidences such Redeemed Shares, together with a stock power or letter of transmittal duly executed and any other required documents, the holder of such certificate shall be entitled to receive in exchange therefor the par value of the Redeemed Shares so surrendered. Until surrendered in accordance with the provisions hereof, the certificate evidencing the Redeemed Shares shall represent (to the extent such certificate evidences the Redeemed Shares) for all purposes only the right to receive the par value for such Redeemed Shares without interest thereon. In the event the number of Redeemed Shares is less than the aggregate number of shares of Special Voting Stock evidenced by the tendered certificate, the corporation shall issue a new certificate for the number of shares of Special Voting Stock equal to the number of such shares called for on the face of the tendered certificate minus the number of Redeemed Shares. The shares of Special Voting Stock so redeemed shall be retired and canceled and may not be reissued.

Continuation Sheet VI(a)

**Article VI
Other Lawful Provisions**

1. Authority of directors to create new classes and series of shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one (1) or more existing or new classes or series, and (b) create one (1) or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the shareholders.

2. Minimum number of directors. The board of directors may consist of one (1) or more individuals, notwithstanding the number of shareholders.

3. Personal liability of directors to corporation. No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director, notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or any successor provision, or (d) for any transaction from which the director derived an improper personal benefit.

4. Shareholder vote required to approve matters acted on by shareholders. The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.

5. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

6. Authorization of directors to make, amend or repeal bylaws. The board of directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which, by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the By-laws, requires action by the shareholders.

7. Annual Meeting of Shareholders. Any matter may be considered at the annual meeting of shareholders, whether or not such matter was set forth in the notice of the meeting.

8. Indemnification of directors and officers

Section 1. Definitions. In this paragraph 8, the following words shall have the following meanings unless the context requires otherwise:

"Corporation," includes any domestic or foreign predecessor entity of the corporation in a merger.

"Director" or "Officer," an individual who is or was a director or officer, respectively, of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "Officer" includes, unless the context requires otherwise, the estate or personal representative of a director or officer.

"Disinterested director," a director who, at the time of a vote or selection referred to in Section 4 of this paragraph 8, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

"Expenses," includes counsel fees.

"Liability," the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party," an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding," any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the corporation shall indemnify, to the fullest extent permitted by law, an individual who is a party to a proceeding because he or she is a director or officer, against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the corporation, or that his or her conduct was at least not opposed to the best interests of the corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of Chapter 156D or any successor provision to such Section.

(b) A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere*, or its equivalent, is not, of itself, determinative that the director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the corporation may not indemnify a director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Advance for Expenses. The corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because he or she is a director or officer if he or she delivers to the corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this paragraph 8, or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of Chapter 156D or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this paragraph 8, or by a court of competent jurisdiction, that he or she has not met the relevant standard of conduct described in Section 2 of this paragraph 8. Such undertaking must be an unlimited obligation of the director or officer, but need not be secured, and shall be accepted without reference to the financial ability of the director or officer to make repayment.

Section 4. Determination of Indemnification. The determination of whether a director or officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two (2) or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of whom shall, for such purpose, constitute a quorum, or by a majority of the members of a committee of two (2) or more disinterested directors appointed by vote;

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two (2) disinterested directors, selected by the board of directors, in which selection directors who do not qualify as disinterested directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a director who at the time does not qualify as a disinterested director may not be voted on the determination.

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this paragraph 8 and except to the extent otherwise required by law, it shall be a condition of the corporation's obligation to indemnify under Section 2 of this paragraph 8 (in addition to any other condition provided in the By-laws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will, or could be sought, but the failure to so notify shall not affect the corporation's objection to indemnify except to the extent the corporation is adversely affected thereby. With respect to any proceeding of which the corporation is so notified, the corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the corporation to such person of its election so to assume such defense, the corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation, other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the corporation and such person in the conduct of the defense of such action, suit, proceeding or

investigation, or (3) the corporation shall not, in fact, have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the corporation, except as otherwise expressly provided by this paragraph 8. The corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the corporation, or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The corporation shall not be required to indemnify such person under this paragraph 8 for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this paragraph 8, except that if there are fewer than two (2) disinterested directors, authorization of indemnification shall be made by the board of directors, in which authorization directors who do not qualify as disinterested directors may participate. The corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 6. Insurance The corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the corporation, or who, while a director or officer of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director or officer, whether or not the corporation would have power to indemnify or advance expenses to him or her against the same liability under this paragraph 8.

Section 7. Application of This Paragraph 8.

(a) The corporation shall not be obligated to indemnify or advance expenses to a director or officer of a predecessor of the corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This paragraph 8 shall not limit the corporation's power to (1) pay or reimburse expenses incurred by a director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party, or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this paragraph 8 shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this paragraph 8. All rights to indemnification under this paragraph 8 shall be deemed to be provided by a contract between the corporation and the person who serves as a director or officer of the corporation at any time while this paragraph 8 and the relevant provisions of Chapter 156D are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of The Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

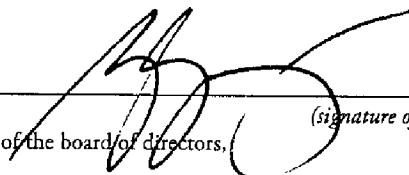
ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing: October 1, 2005

Specify the number(s) of the article(s) being amended: See below.

- Article I - Amends name of corporation.
- Article II - Revision to purpose clause pursuant to Section 3.01 of G.L. 156D.
- Article III - Increase of authorized number of shares of Common Stock, no par value, and creation of a class of Special Voting Stock, \$.001 par value.
- Article IV - Addition of description of the preferences, limitations and relative rights of Special Voting Stock.
- Article V - The provisions of Article 5, regarding the restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are hereby deleted in their entirety.
- Article VI - Amends other lawful provisions.

*These Restated Articles of Organization consolidate all amendments into a single document. The Board of Directors and the shareholders have duly approved such amendments as required under Section 10.06 of G.L. Chapter 156D.

Signed by:  _____
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 30th day of September, 2005

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954225

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Restated Articles of Organization
(General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)

I hereby certify that upon examination of these restated articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$1010⁰⁰ having been paid, said articles are deemed to have been filed with me this 30th day of September 05, at 11:30 a.m./p.m. time

Effective date: _____
(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

[Signature]

Name approval

Filing fee: Minimum filing fee \$200, plus \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

C

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TO BE FILLED IN BY CORPORATION
Contact Information:

Todd M. Gleason, Esq.

Hinckley, Allen & Snyder LLP

1500 Fleet Center, Providence, Rhode Island 02903

Telephone: (401) 457-5148

Email: tgleason@haslaw.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.