

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ECP Delaware Corp.		11/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Explorer Competition Products, LLC f/k/a ECP Acquisition, LLC.
Street Address:	801 West Artesia Blvd.
City:	Compton
State/Country:	CALIFORNIA
Postal Code:	90220
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2765328	MX6
Registration Number:	2689404	PERFECTION DIALED
Registration Number:	2725739	SUSPENSION SYSTEMS THAT WORK
Registration Number:	1781311	TOXIC SHOCK

CORRESPONDENCE DATA

Fax Number: (212)446-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-446-4800
 Email: hsmith@kirkland.com
 Correspondent Name: Hayley Smith, Kirkland & Ellis LLP
 Address Line 1: 153 East 53rd Street
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: BS/TAP MERGER

CH \$115.00 2765328

NAME OF SUBMITTER:	Hayley Smith, Senior Legal Assistant
Signature:	//Hayley Smith//
Date:	12/19/2005
Total Attachments: 3 source=ECP Acq Corp to ECP Acq LLC 11-30-05#page1.tif source=ECP Acq Corp to ECP Acq LLC 11-30-05#page2.tif source=ECP Acq Corp to ECP Acq LLC 11-30-05#page3.tif	

Delaware

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The First State

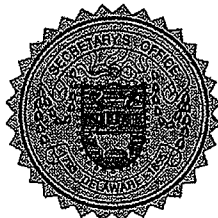
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ECP DELAWARE CORP.", A DELAWARE CORPORATION,
WITH AND INTO "ECP ACQUISITION, LLC" UNDER THE NAME OF
"EXPLORER COMPETITION PRODUCTS, LLC", A LIMITED LIABILITY
COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF
DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY
OF NOVEMBER, A.D. 2005, AT 3:13 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.

4034688 8100M

050972017



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4331818

DATE: 11-30-05

TRADEMARK
REEL: 003212 FRAME: 0841

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is BCP Acquisition, LLC and the name of the corporation being merged into this surviving limited liability company is BCP Delaware Corp.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is ECP Acquisition, LLC
To be amended to: Article First: Explorer Competition Products, LLC

FOURTH: The merger is to become effective on filing of this Certificate of Merger

FIFTH: The Agreement of Merger is on file at 801 West Artesia Boulevard,
Compton, CA 90220 the place of business
of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 30th day of November, A.D., 2005

By: 
Authorized Person

Name: Greg Adler
Print or Type

Title: Chief Executive Officer