

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/11/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ATV Solutions, Inc.		01/11/2006	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

Name:	ATV Solutions, Inc.
Street Address:	4700 W. 60th Ave.
Internal Address:	Suite 4
City:	Arvada
State/Country:	COLORADO
Postal Code:	80003
Entity Type:	CORPORATION: NEVADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2318934	TILT-A-RACK

**CORRESPONDENCE DATA**

Fax Number: (303)291-2400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 303-291-2300  
 Email: dentrademark@perkinscoie.com  
 Correspondent Name: Garrett M. Tuttle  
 Address Line 1: 1899 Wynkoop Street  
 Address Line 2: Suite 700  
 Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	39675-0001
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NAME OF SUBMITTER:	Garrett M. Tuttle
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CH \$40.00 2318934

Signature:	/Garrett M. Tuttle/
Date:	03/23/2006
<p><b>Total Attachments: 11</b></p> <p>source=Articles of Merger-NV-filed stamped copy for assn#page1.tif source=Articles of Merger-NV-filed stamped copy for assn#page2.tif source=Articles of Merger-NV-filed stamped copy for assn#page3.tif source=Articles of Merger-NV-filed stamped copy for assn#page4.tif source=Articles of Merger-NV-filed stamped copy for assn#page5.tif source=Articles of Merger-NV-filed stamped copy for assn#page6.tif source=Articles of Merger-NV-filed stamped copy for assn#page7.tif source=Stmnt of Merger-CO-file stamped copy#page1.tif source=Stmnt of Merger-CO-file stamped copy#page2.tif source=Stmnt of Merger-CO-file stamped copy#page3.tif source=Stmnt of Merger-CO-file stamped copy#page4.tif</p>	



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4298  
 (775) 684 5708  
 Website: secretaryofstate.biz

Entity #  
**E0881742005-2**  
 Document Number:  
**20060016408-97**

Date Filed:  
 1/11/2006 2:40:47 PM  
 In the office of

*Dean Heller*

Dean Heller  
 Secretary of State

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

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(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

ATV SOLUTIONS, INC.

Name of merging entity

COLORADO

Jurisdiction

CORPORATION

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

ATV SOLUTIONS, INC.

Name of surviving entity

NEVADA

Jurisdiction

CORPORATION

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 204 Meigs Street  
 Carson City, NV 89701

**TRADEMARK**  
**REEL: 003275 FRAME: 0177**



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

cto:

3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.190).

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Revised Secretary of State Form Merger 2005  
 Re-based on 10/02/05

TRADEMARK

REEL: 003275 FRAME: 0178



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of \*:

ATV SOLUTIONS, INC., a Colorado corporation  
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

ATV SOLUTIONS, INC., a Nevada corporation  
 Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State A.M. Merger 2005  
 Rev. and on 10/09/05



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State AM Merger 2003  
 Revised on: 10/03/05



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5706  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 5**

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*\*:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State / M. Merger 0060  
 Revised on: 10/03/05



DEAN HELLER  
Secretary of State  
304 North Carson Street, Suite 1  
Carson City, Nevada 89701-4288  
(775) 684 6700  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 92A.220)  
**Page 6**

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230) (if there are more than four merging entities, check box  and attach as 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

ATV SOLUTIONS, INC., a Colorado corporation

Name of merging entity

X

PRESIDENT  
Title

1-11-2006  
Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

ATV SOLUTIONS, INC., a Nevada corporation

Name of surviving entity

CHIEF EXECUTIVE OFFICER  
Title

1-11-2006  
Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.220). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State and Mayor 2003  
Revised on 1/18/05

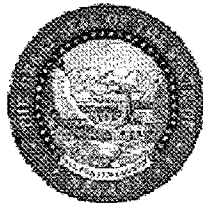


DEAN HELLER  
*Secretary of State*

RENEE L. PARKER  
*Chief Deputy  
Secretary of State*

PAMELA RUCKEL  
*Deputy Secretary  
for Southern Nevada*

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

CHARLES E. MOORE  
*Securities Administrator*

SCOTT W. ANDERSON  
*Deputy Secretary  
for Commercial Recordings*

ELLYCK HSU  
*Deputy Secretary  
for Elections*

**Filing Acknowledgement**

January 11, 2006

**Job Number**  
C20060111-1568

**Corporation Number**  
E0881742005-2

**Filing Description**

**Document Filing  
Number**

**Date/Time of Filing**

Merge In

20060016408-97

January 11, 2006 02:40:47  
PM

**Corporation Name**  
ATV SOLUTIONS, INC.

**Resident Agent**  
OASIS CORPORATE SERVICES, INC.

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER  
Secretary of State

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

**TRADEMARK**  
**REEL: 003275 FRAME: 0183**

Document processing fee  
If document is filed on paper \$150.00  
If document is filed electronically Currently Not Available

Fees & forms/cover sheets  
are subject to change.  
To file electronically, access instructions  
for this form/cover sheet and other  
information or print copies of filed  
documents, visit [www.sos.state.co.us](http://www.sos.state.co.us)  
and select Business Center.

20061019057 C  
\$ 300.00  
SECRETARY OF STATE  
01-11-2006 16:49:53

Paper documents must be typewritten or machine printed.

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### Statement of Merger

filed pursuant to §7-90-301, et seq. and §7-90-203 Colorado Revised Statutes (C.R.S.)

1. Entity name or true name of each  
merging entity  
(other than the surviving entity)

ATV SOLUTIONS, INC.

*(Enter name exactly as it appears in the records of the secretary of state if applicable)*

Form of entity

CORPORATION

Jurisdiction under which the  
entity was formed

COLORADO

ID number (if applicable)

20021200698

Principal office street address:

4700 W 60TH AVE, STE 4

*(Street name and number)*

ARVADA

*(City)*

CO

*(State)*

80003

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

Principal office mailing address  
(if different from above)

*(Street name and number or Post Office Box information)*

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

Entity name or true name  
(other than the surviving entity)

*(Enter name exactly as it appears in the records of the secretary of state if applicable)*

Form of entity

Jurisdiction under which the  
entity was formed

ID number (if applicable)

MERGE

Page 1 of 4

Rev. 10/3/2005

Received Jan-11-2006 04:22pm From-

To-Colorado Secretary o Page 003

TRADEMARK  
REEL: 003275 FRAME: 0184

Principal office street address

\_\_\_\_\_  
(Street name and number)

\_\_\_\_\_  
(City) (State) (Postal/Zip Code)

\_\_\_\_\_  
(Province - if applicable) (Country - if not US)

Principal office mailing address  
(if different from above)

\_\_\_\_\_  
(Street name and number or Post Office Box information)

\_\_\_\_\_  
(City) (State) (Postal/Zip Code)

\_\_\_\_\_  
(Province - if applicable) (Country - if not US)

Entity name or true name  
(other than the surviving entity)

\_\_\_\_\_  
(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity

\_\_\_\_\_

Jurisdiction under which the  
entity was formed

\_\_\_\_\_

ID number (if applicable)

\_\_\_\_\_

Principal office street address

\_\_\_\_\_  
(Street name and number)

\_\_\_\_\_  
(City) (State) (Postal/Zip Code)

\_\_\_\_\_  
(Province - if applicable) (Country - if not US)

Principal office mailing address  
(if different from above)

\_\_\_\_\_  
(Street name and number or Post Office Box information)

\_\_\_\_\_  
(City) (State) (Postal/Zip Code)

\_\_\_\_\_  
(Province - if applicable) (Country - if not US)

(If there are more than three merging entities, mark this box  and include an attachment stating the entity name, ID number, and the principal office address of each additional merging entity.)

2. Entity name of the surviving entity

ATV SOLUTIONS, INC.

\_\_\_\_\_  
(Enter name exactly as it appears in the records of the secretary of state if applicable)

Form of entity

CORPORATION

Jurisdiction under which the  
entity was formed

NEVADA

MERGE

Page 2 of 4

Rev. 10/3/2005

ID number (if applicable) \_\_\_\_\_

Principal office street address

4700 W 80TH AVE, STE A

(Street name and number)

ARVADA

CO

80003

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

Principal office mailing address  
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

- 3. The merging entities are merged into the surviving entity.
- 4. If one or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state, mark this box  and state below the document number of each such filed document.

Document number \_\_\_\_\_

Document number \_\_\_\_\_

(If more than two trademarks, mark this box  and include an attachment stating the additional document numbers.)

- 5. Additional information may be included. If applicable, mark this box  and include an attachment stating the additional information.

6. (Optional) Delayed effective date:

\_\_\_\_\_ (month/year)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

MIRO

ANDREW

(Last)

(First)

(Middle)

(Suffix)

X 

MEROB

Page 3 of 4

Rev. 10/3/05

(Street name and number or Post Office Box information)  
4700 W 60TH AVE, STE 4

---

ARVADA	CO	80003
(City)	(State)	(Postal/Zip Code)

---

(Province - if applicable)	(Country - if not US)
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(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.