

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pace American, Inc.		06/25/1997	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Pace American, Inc.
Street Address:	11550 Harter Drive
City:	Middlebury
State/Country:	INDIANA
Postal Code:	46540
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1604521	P
Registration Number:	1604522	PACE AMERICAN
Registration Number:	2059074	RALLYE

CORRESPONDENCE DATA

Fax Number: (616)975-5505
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (616) 975-5500
 Email: charles@vglb.com
 Correspondent Name: Van Dyke, Gardner, Linn & Burkhart, LLP
 Address Line 1: 2851 Charlevoix Drive, S.E.
 Address Line 2: Suite 207
 Address Line 4: Grand Rapids, MICHIGAN 49546

ATTORNEY DOCKET NUMBER:	PAC04 A-MISC
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CH \$90.00 1604521

NAME OF SUBMITTER:	Terence J. Linn
Signature:	/Terence J. Linn/
Date:	06/26/2006
Total Attachments: 4 source=Certificate of Ownership-merger#page1.tif source=Certificate of Ownership-merger#page2.tif source=Certificate of Ownership-merger#page3.tif source=Certificate of Ownership-merger#page4.tif	

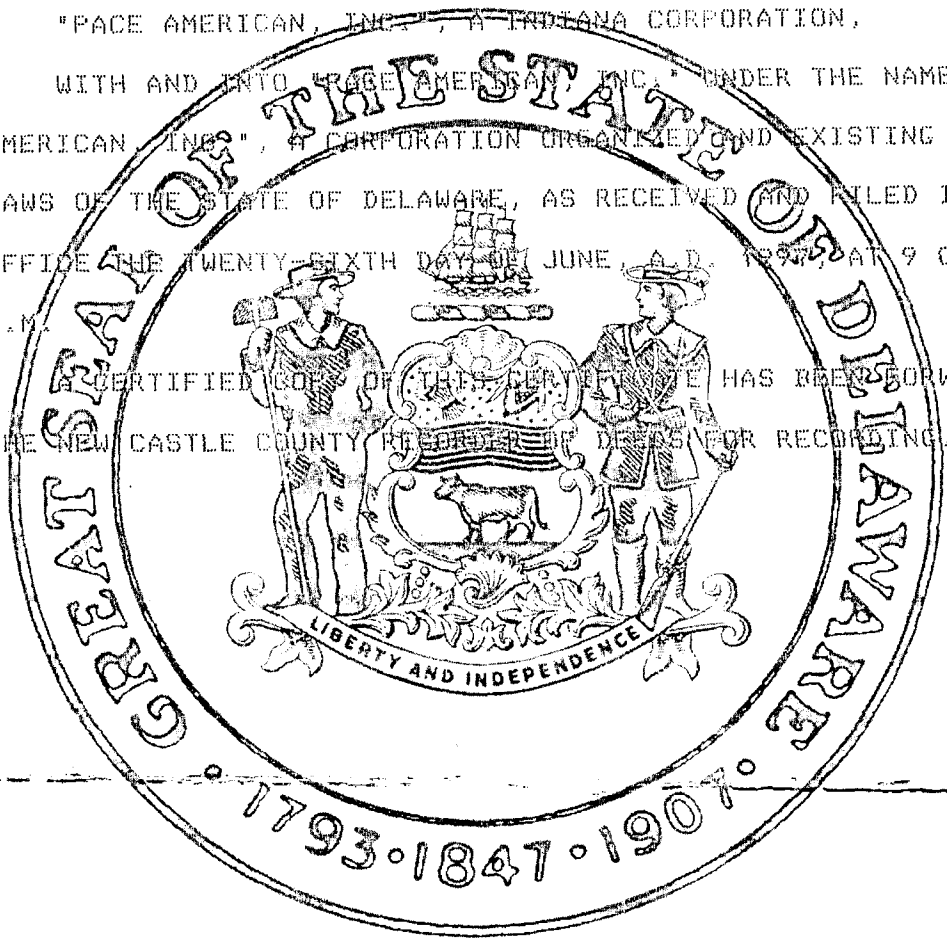
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"PACE AMERICAN, INC.", A INDIANA CORPORATION,

WITH AND INTO "PACE AMERICAN, INC." UNDER THE NAME OF "PACE AMERICAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY REGISTER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8533045
DATE: 06-26-97

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
PACE AMERICAN, INC.
(an Indiana corporation)
INTO
PACE AMERICAN, INC.
(a Delaware corporation)**

IT IS HEREBY CERTIFIED THAT:

FIRST: Pace American, Inc. (hereinafter called the "Corporation") is a corporation of the State of Indiana, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

SECOND: The Corporation, as the owner of all of the outstanding shares of stock of Pace American, Inc., hereby merges itself into Pace American, Inc., a corporation of the State of Delaware.

THIRD: The following is a copy of certain resolutions adopted on June 25, 1997, by the Board of Directors of the Corporation to merge the Corporation into Pace American, Inc.:

RESOLVED, that this Corporation be reincorporated in the State of Delaware by merging itself into Pace American, Inc. pursuant to the laws of the State of Indiana and the State of Delaware as hereinafter provided, so that the separate existence of this Corporation shall cease as soon as the merger shall become effective, and thereupon this Corporation and Pace American, Inc. will become a single corporation, which shall continue to exist under and be governed by, the laws of the State of Delaware.

RESOLVED, that the terms and conditions of the proposed merger are as follows:

- (a) ~~From and after the Effective Date of the merger, all of the~~ estate, property, rights, privileges, powers, and franchises of this Corporation shall become vested in and be held by Pace American, Inc. as fully and entirely and without change or diminution as the same were held and enjoyed by this Corporation, and Pace American, Inc. shall assume all of the obligations of this Corporation.
- (b) Each issued and outstanding share of Class A voting common, no par value per share, of the Corporation owned by the shareholders of the Corporation immediately prior to the Effective Date of the Merger, shall, on the Effective Date of the Merger, be converted into one share of voting Class A Common Stock, no par value per share, of Pace American,

Inc., and each issued and outstanding share of Class B nonvoting, no par value per share, of the Corporation owned by the shareholders of the Corporation immediately prior to the Effective Date of the Merger, shall, on the Effective Date of the Merger, be converted into one share of non-voting Class B Common Stock, no par value per share, of Pace American, Inc.; each issued and outstanding share of voting Class A Common Stock, no par value per share, of Pace American, Inc. owned by the Corporation immediately prior to the Effective Date of the Merger shall, on the Effective Date of the Merger, be canceled.

- (c) After the Effective Date of the merger, each holder of record of any outstanding certificate or certificates theretofore representing stock of this Corporation may surrender the same to Pace American, Inc. at its office in Indiana and such holder shall be entitled upon surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of stock of Pace American, Inc. Until so surrendered, each outstanding certificate which prior to the Effective Date of the merger represented one or more shares of stock of this Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of stock of Pace American, Inc.
- (d) From and after the Effective Date of the merger, the Certificate of Incorporation and the By-Laws of Pace American, Inc. shall be the Certificate of Incorporation and the By-Laws of Pace American, Inc. as in effect immediately prior to such Effective Date, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
- (e) The members of the Board of Directors and officers of Pace American, Inc. shall be the members of the Board of Directors and the corresponding officers of Pace American, Inc. immediately before the Effective Date of the merger.
- (f) From and after the Effective Date of the merger, the assets and liabilities of this Corporation and of Pace American, Inc. shall be entered on the books of the Pace American, Inc. at the amounts at which they shall be carried at such time on the respective books of this Corporation and of Pace American, Inc., subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of Pace American, Inc., in accordance with generally accepted accounting principles, the capital and surplus of Pace American, Inc. shall be equal to the

capital and surplus of this Corporation and of Pace American, Inc.

RESOLVED, that the Effective Date of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be July 1, 1997, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

RESOLVED, that in the event the proposed merger shall not be terminated, the proper officers of this corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into Pace American, Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the states of Indiana and Delaware, and in any other appropriate jurisdiction, necessary or proper to effect this merger.

FOURTH: The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws under which it is organized.

FIFTH: The Effective Date of the Certificate of Ownership and Merger, and the time when the merger therein certified shall become effective, shall be July 1, 1997.

Executed on this 25th day of June, 1997.

PACE AMERICAN, INC.

By: 

Mitch Bender, President

TRADEMARK