

TO: MOTORSPORTS AUTHENTICS, INC. COMPANY: 6301 PERFORMANCE DRIVE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

04/08/2009
 900131332

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/26/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Racing Collectables Club of America, Inc.		02/26/2009	CORPORATION: DE ^(S) 4/21/09

RECEIVING PARTY DATA

Name:	GORACING.COM, Inc.
Street Address:	6301 Performance Drive
City:	Concord
State/Country:	NORTH CAROLINA
Postal Code:	28027
Entity Type:	CORPORATION: DE ^(S) 4/21/09

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2145010	GO RACING!
Registration Number:	2868030	RCCA
Registration Number:	2839189	RCCA
Registration Number:	2924584	SPEEDMALL

CORRESPONDENCE DATA

Fax Number: (704)454-4028
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: jdavis@motorsports-authentics.com
 Correspondent Name: Motorsports Authentics, Inc.
 Address Line 1: 6301 Performance Drive
 Address Line 4: Concord, NORTH CAROLINA 28027

NAME OF SUBMITTER: J. Thomas Warlick, IV

OP \$115.00 2145010

TO: MOTORSPORTS AUTHENTICS, INC. COMPANY: 6301 PERFORMANCE DRIVE

Signature:	/j thomas warlick iv /
Date:	04/08/2009
Total Attachments: 4 source=RCCA into Goracing- Merger Document#page1.tif source=RCCA into Goracing- Merger Document#page2.tif source=RCCA into Goracing- Merger Document#page3.tif source=RCCA into Goracing- Merger Document#page4.tif	

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

"RACING COLLECTABLES CLUB OF AMERICA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GORACING.COM, INC." UNDER THE NAME OF "GORACING.COM, 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 FEBRUARY, A.D. 2009, AT 4:06 O'CLOCK P.M.

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

4461085 B100M

090207616

You may verify this certificate online at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7159433

DATE: 02-27-09

TO: MOTORSPORTS AUTHENTICS, INC. COMPANY: 6301 PERFORMANCE DRIVE

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:06 PM 02/26/2009
FILED 04:06 PM 02/26/2009
SDY 090207616 - 4461085 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RACING COLLECTABLES CLUB OF AMERICA, INC.
(a Delaware corporation)

WITH AND INTO

GORACING.COM, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. goracing.com, inc. (hereinafter sometimes referred to as the "Corporation") is a corporation incorporated under the laws of the State of Delaware on November 20, 2007.
2. The Corporation is the owner of all of the outstanding shares of stock of Racing Collectables Club of America, Inc., a corporation incorporated under the laws of the State of Delaware on November 20, 2007.
3. The following is a copy of the resolutions adopted on February 18, 2009 by the Board of Directors of the Corporation to merge Racing Collectables Club of America, Inc. with and into the Corporation:

WHEREAS, the Corporation owns all of the outstanding shares of stock of Racing Collectables Club of America, Inc. ("RCCA"), a corporation organized and existing under the laws of Delaware; and

WHEREAS, the Board of Directors of the Corporation finds it is in the best interests of the Corporation that RCCA be merged with and into the Corporation, pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Ownership and Merger for the State of Delaware substantially in the form attached hereto as Exhibit A, be, and it hereby is, approved and adopted; and

FURTHER RESOLVED, that RCCA be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of RCCA be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by RCCA;

FURTHER RESOLVED, that the Corporation assume all of the obligations of RCCA;

4112-0031-5011.01

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FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

4. The Merger shall become effective upon filing of this Certificate of Ownership and Merger with the Secretary of State.

4812-9034-0011.03

TRADEMARK
REEL: 003974 FRAME: 0016

TO: MOTORSPORTS AUTHENTICS, INC. COMPANY: 6901 PERFORMANCE DRIVE

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been duly executed as of the 18th day of February, 2009 and is being filed in accordance with Section 253 of the General Corporation Law of the State of Delaware by an authorized officer of the Corporation.

gtracing.com, inc.

By: J. Thomas Warlick, IV
J. Thomas Warlick, IV
Secretary and General Counsel