

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GORACING.COM, Inc.		02/26/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Motorsports Authentics, Inc.
Street Address:	6301 Performance Drive
City:	Concord
State/Country:	NORTH CAROLINA
Postal Code:	28027
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2642412	GORACING.COM
Registration Number:	2790386	GORACING.COM
Registration Number:	2597840	GORACING.COM

**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
Signature:	/ j thomas warlick iv /

**900132556**

**TRADEMARK  
 REEL: 003976 FRAME: 0295**

**OP \$90.00 2642412**

Date:

04/24/2009

Total Attachments: 4

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# Delaware

PAGE 1

*The First State*

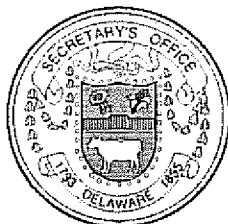
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GORACING.COM, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MOTORSPORTS AUTHENTICS, INC." UNDER THE NAME OF "MOTORSPORTS AUTHENTICS, 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 4:07 O'CLOCK P.M.

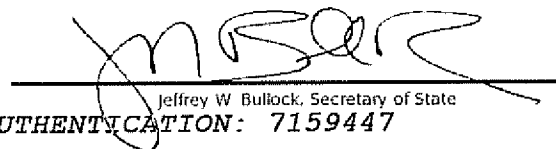
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4477519 8100M

090207640



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7159447

DATE: 02-27-09

TRADEMARK  
REEL: 003976 FRAME: 0297

CERTIFICATE OF OWNERSHIP AND MERGER

OF

GORACING.COM, INC.  
(a Delaware corporation)

WITH AND INTO

MOTORSPORTS AUTHENTICS, INC.  
(a Delaware corporation)

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

1. Motorsports Authentics, Inc. (hereinafter sometimes referred to as the "Corporation") is a corporation incorporated under the laws of the State of Delaware on December 20, 2007.
2. The Corporation is the owner of all of the outstanding shares of the stock of goracing.com, 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 19, 2009 by the Board of Directors of the Corporation to merge goracing.com, inc. with and into the Corporation:

**WHEREAS**, the Corporation owns all of the outstanding shares of stock of goracing.com, inc. ("goracing"), 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 goracing 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 goracing be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of goracing 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 goracing;

**FURTHER RESOLVED**, that the Corporation assume all of the obligations of goracing;

**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

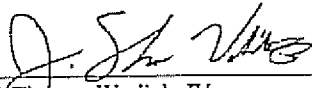
necessary acts within the State of Delaware and within any other appropriate jurisdiction.

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

4826-2246-5283.01

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been duly executed as of the 19<sup>th</sup> 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.

Motorsports Authentics, Inc.

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