

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Grand Vehicle Works Holdings Corporation	FORMERLY Grand Vehicle Works Holdings LLC	08/18/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Workhorse International Holding Company		
Street Address:	4201 Winfield Road		
City:	Warrenville		
State/Country:	ILLINOIS		
Postal Code:	60555		
Entity Type:	COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2931180	UPTIME PARTS	
CORRESPONDENCE DATA			
Fax Number:	(630)753-3982		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	630-753-3023		
Email:	ptinfo@navistar.com		
Correspondent Name:	Workhors International Holding Company		
Address Line 1:	4201 Winfiled Road		
Address Line 4:	Warrenville, ILLINOIS 60540		
ATTORNEY DOCKET NUMBER:	T10731, N420		
NAME OF SUBMITTER:	Yvonne Figueroa		
Signature:	/Yvonne Figueroa/		
Date:	03/01/2011		

CH \$40.00 2931180


Total Attachments: 10

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**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The date on which the limited liability company was first formed is November 17, 1998.
2. The name of the limited liability company immediately prior to filing this certificate is Grand Vehicle Works Holdings, LLC.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is Grand Vehicle Works Holdings Corporation.
4. The limited liability company herein being converted is duly organized and existing under the laws of Delaware.

Date: December 31, 2001

By: 
Name: Andrew Tait
Title: Chief Executive Officer

CERTIFICATE OF INCORPORATION
OF
GRAND VEHICLE WORKS HOLDINGS CORPORATION

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Grand Vehicle Works Holdings Corporation

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The aggregate number of all classes of shares which the Corporation shall have the authority to issue is twenty million (20,000,000) shares of common stock, par value of \$0.01 per share (the "Common Stock").

FIFTH: The rights, preferences, privileges and restrictions granted or imposed upon the Common Stock are as follows:

1. **Dividends.** The holders of the Common Stock shall be entitled to the payment of dividends when and as declared by the board of directors of the Corporation (the "Board") out of funds legally available therefore and to receive other distributions from the Corporation, including distribution of contributed capital, when and as declared by the Board. Any dividends declared by the Board to the holders of the then outstanding Common Stock shall be paid to the holders thereof pro rata in accordance with the number of shares of Common Stock held by each such holder as of the record date of such dividend.

2. **Liquidation, Dissolution or Winding Up.** Subject to the rights of any holders of any class of preferred stock which may from time-to-time come into existence and which are then outstanding, in the event of any liquidation, dissolution or

winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding Common Stock pro rata, in accordance with the number of shares of Common Stock held by each such holder.

3. Voting. Each holder of Common Stock shall have full voting rights and powers equal to the voting rights and powers of each other holder of Common Stock and shall be entitled to one (1) vote for each share of Common Stock held by such holder. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation (as in effect at the time in question) and applicable law, on all matters put to a vote of the stockholders of the Corporation.

4. No Preemptive Right. No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any share of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or offered for sale by the Corporation; provided, however, that in connection with the issuance or sale of any such shares or securities, the Board of Directors of the Corporation may, in its sole discretion, offer such shares or securities, or any part thereof, for purchase or subscription by the holders of shares of the Corporation, except as may otherwise be provided by this Certificate of Incorporation, as amended from time-to-time.

At all times, each holder of common stock of the Corporation shall be entitled to one vote for each share of common stock held by such stockholder standing in the name of such stockholder on the books of the Corporation.

SIXTH: The name and address of the Incorporator is as follows:

Eleanor R. Horsley
Latham & Watkins
555 Eleventh Street, NW
Suite 1000
Washington, D.C. 20004

SEVENTH: In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation subject to any limitations contained therein.

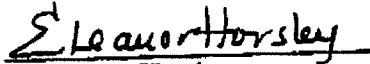
EIGHTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transactions from which the director derived an improper personal benefit.

NINTH: Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, by vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by the DGCL and applicable decisional law, with respect to actions for breach of duty to the Corporation, its stockholders, and others.

I, THE UNDERSIGNED, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 11th day of February, 2002.


Eleanor R. Horsley
Incorporator

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

WORKHORSE INTERNATIONAL HOLDING COMPANY

(Pursuant to sections 242 and 245)

Curt A. Kramer, being the a Assistant Secretary of Workhorse International Holding Company, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does here by certify that Workhorse International Holding Company was originally formed as a Limited Liability Company on November 17, 1998 under the name Union City Body Holding Company LLC, it filed a Certificate of Conversion with the Delaware Secretary of State on February 11, 2002 under the name Grand Vehicle Works Holdings Corporation.

First: The name of the corporation (hereinafter called the "Company") is:

Workhorse International Holding Company

Second: The respective names of the county and of the city within the county in which the registered office of the Company is to be located in the State of Delaware are the County of New Castle and the City of Wilmington. The name of the registered agent of the Company is The Corporation Trust Company. The street and number of said registered office and the address by street and number of said registered agent is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

Third: The nature of the business of the Company and the objects or purposes to be transacted, or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended.

Fourth: The total number of shares of stock which the Company shall have authority to issue is 100,000 shares, with a par value of \$1.00 per share, of a class designated "Common Stock."

I. Common Stock. Subject to the provisions of any applicable law, or of the By-laws of the Company as from time to time amended, with respect to the closing of the transfer books or the fixing of a record date for the determination of stockholders entitled to vote and except as otherwise provided by law or by the resolution or resolutions providing for the issue of any series of Preferred Stock or Preference Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, each holder of record of shares of

Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Company. Except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock or Preference Stock, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock and Preference Stock of any and all series, to receive such dividends as from time to time may be declared by the Board of Directors. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, after payment shall have been made to the holders of Preferred Stock and Preference Stock of the full amount for which they shall be entitled pursuant to the resolutions providing for the issue of any series of Preferred Stock or Preference Stock, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred stock or Preference Stock of any and all series, to share, ratably according to the number of shares of Common Stock held by them, in all remaining assets of the Company available for distribution to its stockholders.

Subject to the provisions of this Certificate of Incorporation and except as otherwise provided by law, the shares of stock of the Company, regardless of class, may be issued for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

No holder of stock of the Company shall have any pre-emptive right with the respect to stock of the Company.

Fifth: The Company is to have perpetual existence

Sixth: The private property of the stockholders of the Company shall not be subject to the payment of corporate debts to any extent whatsoever.

Seventh: The directors of the Company shall be elected annually by the stockholders and shall hold office until the next annual meeting of stockholders and until their respective successors are duly elected.

The number of directors of the Company shall be fixed from time to time by, or in the manner provided in, its By-laws and may be increased or decreased as therein provided; but the number thereof shall not be less than one (1).

The Board of Directors shall have power to hold its meetings outside the State of Delaware at such place as from time to time may be designated by the By-laws or by resolution of the Board of Directors. The By-laws may prescribe the number of directors necessary to constitute a quorum.

The capital of the Company may be increased from time to time by resolution of the Board of Directors directing that a portion of the net assets of the Company in excess of the amount theretofore determined to be capital be transferred to capital account. Any

and all shares of the Common Stock may be issued by the Company from time to time for such consideration as may be fixed from time to time by the Board of Directors.

Eighth: The Board of Directors shall have power, without stockholder action:

I. To make By-laws for the Company, and to amend, alter or repeal any By-laws; but any By-laws made by the directors may be altered, amended or repealed by the stockholders at any meeting, provided notice of such proposed alteration, amendment or repeal be included in the notice of such meeting.

II. To remove at any time any officer, agent or employee of the Company, provided, however, that such a power of removal may be conferred by the By-laws or by the Board of Directors on any committee or officer.

III. To fix and determine, and to vary the amount of, the working capital of the Company, and to determine the use or investment of any assets of the Company; to set apart out of any of the funds of the Company available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve or reserves; and to declare and authorize payment of such dividends as it shall determine advisable and proper, subject to such restrictions as may be imposed by law.

IV. To authorize the purchase or other acquisition of shares of stock of the Company or any of its bonds, debentures, notes, scrip or other securities or evidences of indebtedness.

V. To determine whether and to what extent, at what times and places, and under what conditions and regulations, the accounts, books and documents of the Company, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book or document of the Company, except as conferred by the laws of the state of Delaware or as authorized by resolution adopted by the Board of Directors or by the stockholders of the company entitled to vote in respect thereof.

VI. Except as otherwise provided by law, to determine places within or without the State of Delaware where any or all of the books of the Company shall be kept.

VII. To authorize the sale, lease or other disposition of any part or parts of the properties of the Company and to cease to conduct the business connected therewith or again to resume the same, as it may deem best.

VIII. To authorize the borrowing of money; the issuance of bonds, notes, debentures and other obligations or evidences of indebtedness of the Company, secured or unsecured, and the inclusion of provisions as to redeemability and convertibility into shares of stock of the Company or otherwise; and the mortgaging or pledging, as security for money borrowed or bonds, notes, debentures or other obligations issued by the

Company, of any property of the Company, real or personal, then owned or thereafter acquired by the Company.

The powers and authorities herein conferred upon the Board of Directors are in furtherance and not in limitation of those conferred by the laws of the State of Delaware. In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Company, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and the By-laws of the Company.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one (1) or more of the directors of the Company, which to the extent provided and said resolution or resolutions or in the By-laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers which may require it.

Ninth: Subject to any limitation in the By-laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services, as determined from time to time by the Board of Directors, and to reimbursement for their expenses as such members. Nothing herein contained shall preclude any director from serving the Company or its subsidiaries or affiliates in any other capacity and receiving compensation therefore.

Tenth: To the fullest extent permitted by the General Corporate Law of the State of Delaware as it now exists or may hereafter be amended, no director of the Company shall be personally liable to the Company or its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Company or its stockholders. Any repeal or modification of this provision by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

Eleventh: The Company reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preference and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article Eleventh.

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Amended and Restated Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 18TH day of August, 2005.

**WORKHORSE INTERNATIONAL
HOLDING COMPANY, a Delaware
corporation**

By: /s/ Curt A. Kramer
Curt A. Kramer, Assistant Secretary