

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
Radiator Express Warehouse		07/19/2013	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	1-800 Radiator & A/C
Street Address:	4401 Park Road
City:	Benicia
State/Country:	CALIFORNIA
Postal Code:	94510
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Serial Number:	85969333	1-800 ALLPARTS
Serial Number:	85714194	1-800 ALL-PARTS
Serial Number:	85966454	1-800-RADIATOR & A/C
Serial Number:	85966447	1-800-RADIATOR & A/C
Serial Number:	85830071	AUTO PARTS NOW
Serial Number:	85942020	1-800 ALLPARTS
Serial Number:	78956998	1 800 RADIATOR
Serial Number:	77513519	1-800-RADIADOR
Serial Number:	77513509	1 800 RADIADOR
Serial Number:	77118386	THE RADIATOR HOTLINE
Serial Number:	77215674	WIZMO
Serial Number:	77489122	AUTO PARTS TODAY
Serial Number:	77118532	LLAME AL LÍDER
Serial Number:	77118355	CALL ON THE LEADER

CH \$465.00 85969333

Serial Number:	77017615	1-800-RADIATOR
Serial Number:	77017578	1-800-RADIATOR
Serial Number:	76192896	1-800-RADIATOR
Serial Number:	74333080	THE RADIATOR HOTLINE

**CORRESPONDENCE DATA**

Fax Number: 3108205988  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 310-207-3800  
Email: dax\_alvarez@bstz.com  
Correspondent Name: Dax Alvarez  
Address Line 1: 12400 Wilshire Boulevard  
Address Line 2: 7th Floor  
Address Line 4: Los Angeles, CALIFORNIA 90025

ATTORNEY DOCKET NUMBER:	009064.GTM002
NAME OF SUBMITTER:	Dax Alvarez
Signature:	/Dax Alvarez/
Date:	08/01/2013

Total Attachments: 4  
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FILED *ADille*  
Secretary of State  
State of California

1280542

JUL 19 2013 *cc*

**CERTIFICATE OF AMENDMENT OF  
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
RADIATOR EXPRESS WAREHOUSE**

The undersigned hereby certify that:

1. They are the President and Secretary, respectively, of Radiator Express Warehouse, a California corporation (the "Corporation").

2. Article I of the Second Amended and Restated Articles of Incorporation (the "Articles") of this Corporation is amended to read in its entirety as follows:

"The name of this corporation is 1-800 Radiator & A/C (the "Corporation")."

3. Article III.B.1. of the Articles of this Corporation is hereby amended by adding thereto a new Article III.B.1.(d) immediately following Article III.B.1.(c) to read in its entirety as follows:

"(e) Notwithstanding anything to the contrary set forth in Article III.B.1 of these Articles or in any other provision set forth in these Articles, upon any merger of this Corporation with a wholly-owned corporation of another corporation ("Parent") that is itself wholly-owned by this Corporation, whereby this Corporation becomes the surviving entity and wholly owned subsidiary of Parent, and the shareholders of this Corporation immediately before such merger become the shareholders of Parent immediately after such merger, whereby such merger is intended to constitute a tax-free contribution to capital under Section 351 of the Internal Revenue Code of 1986, as amended (the "Code"), or a tax-free reorganization as defined in Code Section 368(a) (collectively, the "Merger"), all accrued but unpaid dividends on the outstanding shares of Series A Preferred Stock and Series B Preferred authorized under these Articles as of the effective time of the Merger shall automatically convert into additional shares of the same series of Parent's Series A Preferred Stock or Series B Preferred Stock, as applicable, that such dividends accrued under these Articles, at the rate of \$1.00 of such accrued dividends for each such share of Parent's Preferred Stock. No fractional shares shall be issued. In lieu of any fractional shares to which the holder of Preferred Stock hereunder would otherwise be entitled, the Company shall pay cash to such holder equal to such fraction multiplied by \$1.00."

4. The foregoing Certificate of Amendment has been duly approved by the Board of Directors.

5. The foregoing Certificate of Amendment has been duly approved by the required vote of shareholders in accordance with Section 902 and Section 903 of the California Corporations Code. The total number of outstanding shares of the Corporation entitled to vote on this Certificate of Amendment is (5,344,391) shares of Class A Common Stock, (10,850,000) shares of Series A Preferred Stock and (10,000,000) shares of Series B Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was (a) a majority of the outstanding shares of Common Stock, voting together as separate class, (b) a majority of the outstanding shares of Series A Preferred Stock, voting together as a separate class and (c) a majority of the outstanding shares of Series B Preferred Stock, voting together as a separate class.

TRADEMARK

REEL: 005083 FRAME: 0465

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: July 19, 2013

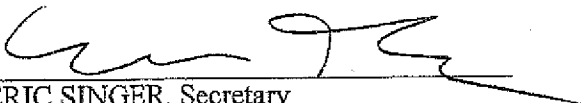
  
\_\_\_\_\_  
MICHAEL J. RIPPEY, President

\_\_\_\_\_  
ERIC SINGER, Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: July 19, 2013

MICHAEL J. RIPPEY, President

  
ERIC SINGER, Secretary



I hereby certify that the foregoing  
transcript of 2 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

JUL 19 2013

Date: \_\_\_\_\_ *gm*

*Debra Bowen*  
DEBRA BOWEN, Secretary of State