

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM476435

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SHOW WHEELS USA, Inc.		02/18/2016	Corporation: DELAWARE
MOTORACTIVE USA, Inc.		02/18/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	SHOW WHEELS USA, Inc.
Street Address:	3531 E. Miraloma Ave., Ste A
City:	Anaheim
State/Country:	CALIFORNIA
Postal Code:	92802
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	86694979	AMERICAN LEGEND

CORRESPONDENCE DATA

Fax Number: 2026590441

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-659-8225

Email: trademarks@alprinlaw.com

Correspondent Name: M. Scott Alprin

Address Line 1: 5 Pinehurst Circle, N.W.

Address Line 4: Washington, D.C. 20015

NAME OF SUBMITTER:	M. Scott Alprin
SIGNATURE:	/M. Scott Alprin/
DATE SIGNED:	06/02/2018

Total Attachments: 4

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STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER

Now on this 18th day of February
2016 A.D. the SHOW WHEELS USA, Inc.
and the MOTORACTIVE USA, Inc.

both Delaware Corporations, pursuant to Section 251 of the General Corporation Law of
the State of Delaware, have entered into the following Agreement of Merger:

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the foregoing named
corporations deem it advisable that the corporations merge into a single corporation as
hereinafter specified; and

WHEREAS, said SHOW WHEELS USA, Inc.
filed its Certificate of Incorporation in the office of the Secretary of State of the State of
Delaware on December 23, 2014; and

WHEREAS, said MOTORACTIVE USA, Inc.
filed its Certificate of Incorporation in the office of the Secretary of State of the State of
Delaware on December 23, 2014

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The MOTORACTIVE USA Inc. hereby merges into itself MOTORACTIVE USA, Inc. and said MOTORACTIVE USA, Inc. shall be and hereby is merged into SHOW WHEELS USA, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of SHOW WHEELS USA, Inc., as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows:

The existing shares of SHOW WHEELS USA, Inc. owned by MOTORACTIVE USA, Inc. will be cancelled. Outstanding shares of MOTORACTIVE USA, Inc. will then be converted into shares of SHOW WHEELS USA, Inc. on a 1 to 419/1000 basis.

FOURTH: This merger shall become effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

SEOW WHEELS USA, Inc.

(Name of Corporation)

By:

Authorized Officer

Name: DARREN BEALE

Print or Type

Title: VICE PRESIDENT

MOTORACTIVE USA, Inc.

(Name of Corporation)

By:

Authorized Officer

Name: DARREN BEALE

Print or Type

Title: VICE PRESIDENT

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is SHOW WHEELS USA, Inc.
....., and the name of the corporation being
merged into this surviving corporation is MOTORACTIVE USA, Inc.
.....

SECOND: The Agreement of Merger has been approved, adopted, certified, executed
and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is SHOW WHEELS USA, Inc.
..... a Delaware corporation.

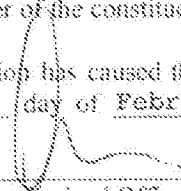
FOURTH: The Certificate of Incorporation of the surviving corporation shall be its
Certificate of Incorporation.

FIFTH: The merger is to become effective on December 31, 2015.

SIXTH: The Agreement of Merger is on file at 3531 E. Miraloma Ave. Ste.
A, Anaheim, CA 92802 the place of business
of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving
corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be
signed by an authorized officer, the 18th day of February A.D.,
2016

By: 
Authorized Officer

Name: Darren Beale
Print or Type

Title: Vice President