



05-05-1999

Tab settings

To the Honorable Commissioner of F



101029562

original documents or copy thereof.

MB 4-28-99

1. Name of conveying party(ies):

Tire America, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: NTW Incorporated

Internal Address: _____

Street Address: 3333 Beverly Road

City: Hoffman Estates State: IL ZIP: 60179

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 4/3/98

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,128,167

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Amy Cohen Heller

Internal Address: Sears, Roebuck and Co.

B6-362B

Street Address: 3333 Beverly Road

City: Hoffman Estates State: IL ZIP: 60179

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Amy Cohen Heller
Name of Person Signing

Signature

4/27/99
Date

Total number of pages comprising cover sheet:

5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

05/04/1999 DNGUYEN 00000265 2128167

01 FC:481

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

TRADEMARK
REEL: 1892 FRAME: 0275

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TIRE AMERICA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NTW INCORPORATED" UNDER THE NAME OF "NTW INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 1998, AT 10:30 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0783281 8100M

981129343

AUTHENTICATION:

9011268

DATE:

04-03-98

TRADEMARK
REEL: 1892 FRAME: 0276

CERTIFICATE OF MERGER OF
TIRE AMERICA, INC.
(a Delaware corporation)
WITH AND INTO
NTW INCORPORATED
(a Delaware corporation)

* * * * *

In accordance with Section 252
of the General Corporation Law of
the State of Delaware

* * * * *

NTW Incorporated, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware. DOES HEREBY CERTIFY:

FIRST: The name and the state of incorporation of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Tire America, Inc.	Delaware
NTW Incorporated	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is NTW Incorporated (the "Surviving Corporation").

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the board of directors of the Surviving Corporation at any time prior to the date of filing the Certificate of Merger with the Secretary of State of Delaware.

FIFTH: The Certificate of Incorporation of the Surviving Corporation, as previously amended, shall be its Certificate of Incorporation.

SIXTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the surviving corporation is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost to any stockholder of any constituent corporation.

EIGHTH: The Merger shall be effective upon filing with the Secretary of State of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury hereby declares and certifies that this is the act and deed of the Surviving Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger the 3rd day of April, 1998.

NTW INCORPORATED

By: 

Chairman of the Board, President
and Chief Executive Officer

File No. 19980728 F Pages 4
Fee Paid \$ 35.00
DCN 1980991300001 MERG
----- FILED -----
04/08/1998

Nancy B. Kelleher

Secretary of State
Agent

A true copy attest:

Nancy B. Kelleher

Secretary of State
Agent

- 3 -

SAVENGFER\AGREEMNT\NTW\INC.DOC

TOTAL P.04

RECORDED: 04/28/1999

TRADEMARK
REEL: 1892 FRAME: 0279