

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ricky's RC Car, Inc.		03/31/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Hobby Products International, Inc.
Street Address:	70 Icon St.
City:	Foothill Ranch
State/Country:	CALIFORNIA
Postal Code:	92610
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2907272	RADIO CONTROL FLYER
Registration Number:	2907271	RC FLYER
Registration Number:	2905350	RC DRIVER
Serial Number:	78275033	FLY RC
Serial Number:	78484338	HOT BODIES
Serial Number:	78484344	LIGHTNING
Serial Number:	78519240	MINIZILLA
Serial Number:	78484347	TRUCKZILLA

CORRESPONDENCE DATA

Fax Number: (949)760-9502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-760-0404
 Email: efilings@kmob.com

CH \$215.00 2907272

Correspondent Name: Jeffrey L. Van Hoosear
Address Line 1: Knobbe, Martens, Olson & Bear LLP
Address Line 2: 2040 Main Street, Fourteenth Floor
Address Line 4: Irvine, CALIFORNIA 92614

NAME OF SUBMITTER:	Jeffrey L. Van Hoosear
Signature:	/JVH/
Date:	08/03/2005

Total Attachments: 12
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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated as of March 31, 2005, (this "Agreement") between HOBBY PRODUCTS INTERNATIONAL, INC. ("HPI"), as the surviving corporation and RICKY'S RC CAR INC. ("RICKY'S RC") as the merging corporation, each a California corporation.

RECITALS

A. Both HPI and RICKY'S RC are corporations duly organized and existing under the laws of the State of California.

B. The respective boards of directors of HPI and RICKY'S RC have determined that it is advisable and in the best interests of each corporation that RICKY'S RC merge with and into HPI through a tax free merger (the "Merger") upon the terms and subject to the conditions of this Agreement.

C. The respective boards of directors of HPI and RICKY'S RC have been duly advised of the terms and conditions of the Merger and, by resolutions duly adopted, have authorized, approved and adopted this Agreement. HPI and RICKY'S RC will approve and adopt this Agreement by written consent without a meeting.

D. The parties intend for the Merger to be tax free under Section 368 (or any other applicable Section) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, HPI and RICKY'S RC hereby agree as follows:

ARTICLE I THE MERGER

Section 1.01 The Merger.

Upon the terms and subject to the conditions of this Agreement, and in accordance with the relevant provisions of the California Corporation Code (the "CCC"), RICKY'S RC will merge with and into HPI upon the Effective Date, as defined in Section 1.02 of this Agreement. HPI will be the surviving corporation in the Merger (the "Surviving Corporation"). Upon the Effective Date (as defined below), the separate existence of RICKY'S RC will cease, and the Surviving Corporation will succeed, without other transfer, to all of the rights and property of RICKY'S RC, and will be subject to all of the debts and liabilities, including tax liabilities, of RICKY'S RC, as provided for in Section 1107 of the CCC. On and after the Effective Date, the Surviving Corporation will carry on its business with the assets of RICKY'S RC, as well as with the assets of the Surviving Corporation.

Section 1.02 Effective Date.

As soon as practicable following the satisfaction or waiver of the conditions set forth in Article II, the Merger will be consummated by filing a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of California in accordance with the CCC. The Merger will become effective when the Certificate of Merger is filed or such later time as is set forth in the Certificate of Merger. The date when the Merger becomes effective shall be called the "Effective Date".

Section 1.03 HPI Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws of HPI in effect at the Effective Date will be the Articles of Incorporation and Bylaws of the Surviving Corporation and will remain in effect until changed or amended as provided therein or by applicable law. The name of the Surviving Corporation will be HOBBY PRODUCTS INTERNATIONAL, INC.

Section 1.04 Directors and Officers.

The directors of HPI at the Effective Date shall, from and after the Effective Date, be the directors of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified. The officers of HPI at the Effective Date shall, from and after the Effective Date, be the officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

Section 1.05 Conversion of Shares.

By virtue of the Merger and without any action by any shareholder, upon the Effective Date each share of capital stock of Disappearing Corporation outstanding immediately prior to the Effective Date shall be cancelled.

ARTICLE II
CONDITIONS TO CONSUMMATION OF THE MERGER

Section 2.01 Conditions to Each Party's Obligation to Effect the Merger.

The respective obligations of each party to effect the Merger are subject to the satisfaction or waiver, prior to the Effective Date, of the following conditions:

- (a) more than 50% of the outstanding voting power of HPI and RICKY'S RC common stock entitled to vote, voting together as a single class, have voted to adopt this Agreement;

(b) no statute, rule, regulation, executive order, decree, injunction or other order has been enacted, entered, promulgated or enforced by any court or governmental authority that is in effect and has the effect of prohibiting the consummation of the Merger;

(c) all approvals and consents necessary or desirable, if any, in connection with consummation of the Merger have been obtained;

ARTICLE III MISCELLANEOUS

Section 3.01 Amendment; Waiver.

At any time before the Effective Date, HPI and RICKY'S RC may, to the extent permitted by the CCC, by written agreement amend, modify or supplement any provision of this Agreement.

Section 3.02 Entire Agreement; Assignment.

This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. This Agreement (nor any interest in, or portion hereof) may not be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of all of the parties hereto.

Section 3.03 Governing Law.

This Agreement will be governed by and construed in accordance with the substantive laws of the State of California regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

Section 3.04 Parties in Interest.

Nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

Section 3.05 Counterparts.

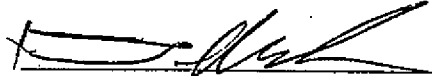
This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

Section 3.06 Abandonment.

At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned by the board of directors of HPI or RICKY'S RC.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its respective officers thereunto duly authorized, all as of the day and year first above written.

HOBBY PRODUCTS INTERNATIONAL,
INC.
a California corporation


By:

RICKY'S RC CAR, INC.
a California corporation


By:

**WAIVER OF NOTICE AND CONSENT
TO HOLDING OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
RICKY'S RC CAR, INC.,
a California Corporation**

We, the undersigned, being all of the Directors of RICKY'S RC CAR, INC., a California Corporation, and desiring to hold a special meeting of the Board of Directors of said Corporation for the purpose of authorizing the merger of RICKY'S RC CAR, INC. into HOBBY PRODUCTS INTERNATIONAL, INC., do hereby waive notice of said meeting and consent to the holding thereof on the 29th day of March, 2005, at 10:00 a.m. in accordance with the California Corporations Code and transacting such other business as may be brought before the meeting, which business shall be as valid and legal and of the same force and effect as though this meeting were held after notice duly given.

WITNESS our signatures this 29th day of March, 2005.



TATSURO WATANABE



YUKO GEORGE

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF SHAREHOLDERS OF
RICKY'S RC CAR, INC.,
In Lieu of Special Meeting**

We, the undersigned, constituting all of the Shareholders of RICKY'S RC CAR, INC., a California corporation, and pursuant to the laws of the State of California and the Bylaws of said Corporation, do hereby take the following actions by our unanimous written consent:

WHEREAS, it is deemed advisable and in the best interests of the Shareholders of this Corporation that the Corporation is merged into its parent corporation in a tax free reorganization.

NOW, THEREFORE, BE IT RESOLVED, that the Shareholders hereby elect to voluntarily merge this Corporation by this vote of its Shareholders into HOBBY PRODUCTS INTERNATIONAL, INC.; and

RESOLVED FURTHER, that the Board of Directors of this Corporation are hereby authorized and directed to have executed and filed the certificates and to give written notice, required by Section 1110 of the California Corporations Code; and

RESOLVED FURTHER, that the Board of Directors of this Corporation are hereby authorized and directed to take all further actions as may be necessary or proper to merge this Corporation into HOBBY PRODUCTS INTERNATIONAL, INC.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders of this Corporation, have executed this action and adopted these resolutions, evidenced by their signatures herein below, which action and such resolutions shall become effective as of and on March 28, 2005.

DATED: March 28, 2005

Hobby Products International, Inc.

By: _____

Tatsuro, Watanabe, President

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
RICKY'S RC CAR, INC.,
a California Corporation**

The Board of Directors elected by the Incorporator of RICKY'S RC CAR, INC., a California Corporation, and constituting the Board of Directors of said Corporation, held this meeting on the 29th day of March, 5 at 10:00 a.m.

There were present at said meeting the following Directors constituting a quorum of the full Board:

**TATSURO WATANABE
YUKO GEORGE**

There were absent: None.

The Chairman and Secretary of the meeting previously elected remain unchanged.

The Chairman announced that the supplemental first meeting was held pursuant to a written waiver of notice thereof, and consent thereto signed by all of the Directors of the Corporation. The waiver and consent was presented to the meeting, and upon motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the Book of Minutes of the Corporation.

The Officers previously elected remain unchanged.

CORPORATE MERGER

On motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that RICKY'S RC CAR, INC., the wholly owned subsidiary of HOBBY PRODUCTS INTERNATIONAL, INC., is hereby merged into the parent corporation HOBBY PRODUCTS INTERNATIONAL, INC., in a tax-free §368(a)(1)(A) statutory merger.

LOCATION OF PRINCIPAL OFFICE

The location of the principal office of the Corporation in Orange County, State of California, was fixed pursuant to the following resolution, unanimously adopted on motion duly made and seconded:

RESOLVED, that 70 Icon St., Foothill Ranch, CA 92610, be designated and fixed as the principal office for the transaction of business of this Corporation in the County of Orange, State of California;

MISCELLANEOUS FILINGS

The Chairman suggested that it would be in the Corporation's best interest to authorize the officers to make certain filings and applications. After considering the matter, and upon motion being first duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that each of the officers of this Corporation are authorized and directed to make such filings and applications, including, but not limited to, the statement required by the California Corporation Law, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary or appropriate in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business to fulfill such legal requirements as are applicable to this Corporation or its business, or to complete the organization of this Corporation.

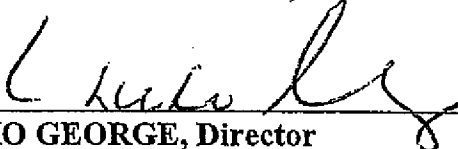
ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Respectfully submitted,



TATSURO WATANABE, Director



YUKO GEORGE, Director

**WAIVER OF NOTICE AND CONSENT
TO HOLDING OF SPECIAL MEETING
OF THE SOLE DIRECTOR OF
HOBBY PRODUCTS INTERNATIONAL, INC.,
a California Corporation**

We, the undersigned, being all of the Directors of HOBBY PRODUCTS INTERNATIONAL, INC., a California Corporation, and desiring to hold a special meeting of the Board of Directors of said Corporation for the purpose of authorizing the merger of RICKY'S RC CAR, INC. into HOBBY PRODUCTS INTERNATIONAL, INC., do hereby waive notice of said meeting and consent to the holding thereof on the 29th day of March, 2005, at 10:00 a.m. in accordance with the California Corporations Code and transacting such other business as may be brought before the meeting, which business shall be as valid and legal and of the same force and effect as though this meeting were held after notice duly given.

WITNESS our signatures this 29th day of March, 2005.



TATSURO WATANABE

CERTIFICATE OF OWNERSHIP

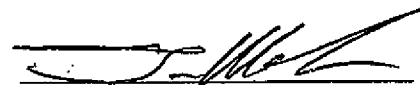
TATSURO WATANABE and TATSURO WATANABE certify that:


1. They are the **president** and the **secretary**, respectively, of HOBBY PRODUCTS INTERNATIONAL, INC., a California corporation.
2. The corporation owns all the outstanding shares of RICKY'S RC CAR, INC., a California corporation.
3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge RICKY'S RC CAR, INC., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

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.

DATE: March 31, 2005


Tatsuro Watanabe, President


Tatsuro watanabe, Secretary

**MINUTES OF SPECIAL MEETING
OF THE SOLE DIRECTOR
OF
HOBBY PRODUCTS INTERNATIONAL, INC.,
a California Corporation**

The Board of Directors elected by the Incorporator of HOBBY PRODUCTS INTERNATIONAL, INC., a California Corporation, and constituting the Board of Directors of said Corporation, held this meeting on the 29th day of March, 5 at 10:00 a.m.

There were present at said meeting the following Directors constituting a quorum of the full Board:

TATSURO WATANABE

There were absent: None.

The Chairman and Secretary of the meeting previously elected remain unchanged.

The Chairman announced that the supplemental first meeting was held pursuant to a written waiver of notice thereof, and consent thereto signed by all of the Directors of the Corporation. The waiver and consent was presented to the meeting, and upon motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the Book of Minutes of the Corporation.

The Officers previously elected remain unchanged.

CORPORATE MERGER

On motion duly made and by unanimous vote, the following resolution was adopted:

RESOLVED, that this corporation merge RICKY'S RC CAR, INC., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code, in a tax-free §368(a)(1)(A) statutory merger.

LOCATION OF PRINCIPAL OFFICE

The location of the principal office of the Corporation in Orange County, State of California, was fixed pursuant to the following resolution, unanimously adopted on motion duly made and seconded:

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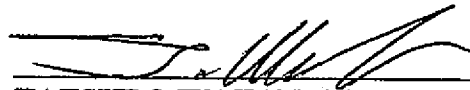
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ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Respectfully submitted,



TATSURO WATANABE, Director