

RECEIVED



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To the Honorable Commissioner of Patents

and original documents or copy thereof.

MAE 2-11-99

1. Name of conveying party(ies):

AXO Sport America, Inc.

OPR/FINANCE

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation-State - California
 - Other _____
- Additional name(s) of conveying part(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Anza Sport Group, Inc.

Internal Address: _____

Street Address: 24950 Anza Drive

City: Valencia State: California ZIP: 91355

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: November 19, 1998

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
75/400,757 MECHANIX	1,737,689 ALLTEXT
75/468,476 M MECHANIX WEAR	1,782,112 INSIDE MOTOCROSS
75/468,477 M MECHANIX WEAR and Design	1,878,340 MECHANIX
75/525,044 M MECHANIX WEAR	1,907,952 MECHANIX

Additional numbers attached? Yes No

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

Name: KOPPEL & JACOBS

Internal Address: Richard S. Koppel

Street Address: 555 St. Charles Drive

Suite 107

City: Thousand Oaks State: CA ZIP: 91360

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41)\$ 315.00

- Enclosed
- Any excess authorized to be charged to deposit account

8. Deposit account number:

11-1580

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

02/17/1999 JSHABAZZ 00000003 75400757

01 FC:481 40.00 DP
02 FC:482 275.00 DP

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.

Richard S. Koppel
Name of Person Signing

Richard S. Koppel
Signature

2/3/99
Date

Total number of pages including cover sheet, attachments and document: 4

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

TRADEMARK
REEL: 1855 FRAME: 0605

4. Application number(s) or patent number(s): CONTINUED

A. Trademark Application No.

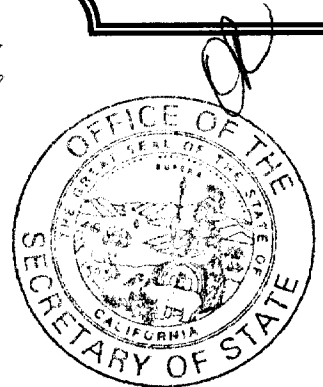
75/538,952 MECHANIX

B. Trademark Registration Nos.

1,919,906 MECHANIX

2,137,140 MECHANIX

2,154,146 A and Design



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC - 9 - 1998



Bill Jones

Secretary of State

ENDORSED FILED
In the office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
AXO SPORT, AMERICA, INC.**

DEC - 1 1998

BILL JONES, Secretary of State

JAMES M. HALE and SHERRIE LYNN HALE, certify as follows:

1. The are the President and Secretary, respectively, of AXO SPORT, AMERICA, INC.

2. Article I of the Articles of Incorporation of this Corporation is hereby amended in its entirety to read as follows:

"I.

"The name of this Corporation is ANZA SPORT GROUP, INC."

3. This amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. Each outstanding share is entitled to one vote. The corporation has 500,000 shares outstanding and, hence, the total number of shares entitled to vote on the amendment was 500,000. The number of shares voting in favor of the amendment exceeded the vote required, in that the affirmative vote of a majority, that is, more than 50% of the outstanding shares, was required for approval of the amendment, and the amendment was approved by the affirmative vote of 500,000.

4. Pursuant to Corporations Code, Section 905(b), the Board of Directors has approved the amendment to the Articles of Incorporation.

I 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 my own knowledge.

Dated: November 19, 1998



JAMES M. HALE, President,



SHERRIE LYNN HALE, Secretary

