

**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
Veltec Sports California, Inc.		03/13/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Veltec Sports, Inc.
Street Address:	1793 Catalina Street
City:	Sand City
State/Country:	CALIFORNIA
Postal Code:	93955
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78189676	VELTEC
Registration Number:	2621603	CONCORD
Registration Number:	2773736	VELTEC SPORTS
Registration Number:	2775822	VELTEC
Registration Number:	2775823	VELTEC SALES & MARKET MANAGEMENT TO THE CYCLING ENTHUSIAST VELTEC SPORTS INC.
Registration Number:	2782003	VELTEC
Registration Number:	2869195	ULTIMA

CORRESPONDENCE DATA	
Fax Number:	(415)369-8788
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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CH \$190.00 78189676

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ATTORNEY DOCKET NUMBER:	034529-1
NAME OF SUBMITTER:	Veronica Colby Devitt
Signature:	/Veronica Colby Devitt/
Date:	11/02/2005

Total Attachments: 3  
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**AGREEMENT AND PLAN OF MERGER  
OF  
VELTEC SPORTS, INC.  
(a Colorado corporation)  
INTO  
VELTEC SPORTS CALIFORNIA, INC.  
(a California corporation)**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into by and between Veltec Sports, Inc., a Colorado corporation (the "Disappearing Corporation"), and Veltec Sports California, Inc., a California corporation (the "Surviving Corporation"), with reference to the following facts:

WHEREAS, the Disappearing Corporation desires to reincorporate in the State of California; and

WHEREAS, the Surviving Corporation is a newly created corporation under the laws of the State of California;

NOW, THEREFORE, the parties hereto agree as follows:

1. The name and place of incorporation of the parties to this Plan of Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Veltec Sports, Inc. (Disappearing Corporation)	Colorado
Veltec Sports California, Inc. (Surviving Corporation)	California

2. The Disappearing Corporation shall be merged into the Surviving Corporation on the terms and conditions set forth in this Plan of Merger. The laws of the jurisdiction of incorporation of the Disappearing Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

3. Pursuant to the merger contemplated by this Plan of Merger, each outstanding share of common stock of the Disappearing Corporation shall be exchanged for and converted into one (1) share of common stock of the Surviving Corporation.

4. The total number of shares of all classes of stock authorized to be issued by the Disappearing Corporation is 50,000 shares of common stock, without par value, of which 100 shares are issued and outstanding.

5. The total number of shares of all classes of stock authorized to be issued by the Surviving Corporation is 50,000 shares of common stock, each with no par value per share, of which 100 shares are issued and outstanding.

6. The legal effect of the merger, and the effective date of the merger, are as prescribed by law.

7. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall be the Articles of Incorporation of said Surviving Corporation except that Article I thereof, relating to the name of the corporation, shall be amended and changed so as to read as follows, following the date of the merger:

"The name of this corporation is Veltec Sports, Inc."

and said Articles of Incorporation as so amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

8. The bylaws of the Surviving Corporation upon the effective date of the merger in the State of California shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

9. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of California shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

10. The Surviving Corporation shall succeed to all the rights and obligations of the Disappearing Corporation. Specifically, the Surviving Corporation shall be subject to liability in any action or proceeding for the enforcement of any liability or obligation of the Disappearing Corporation and for the enforcement of any rights of the shareholders of the Disappearing Corporation.

11. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

12. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers as of this 13<sup>th</sup> day of March, 2003.

**THE DISAPPEARING CORPORATION:**

**THE SURVIVING CORPORATION:**

VELTEC SPORTS, INC., a Colorado corporation

VELTEC SPORTS CALIFORNIA, INC., a California corporation

By:   
Manfred Krikke, President

By:   
Manfred Krikke, President

By:   
Jurgen Krikke, Secretary

By:   
Jurgen Krikke, Secretary