

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
Action Performance Companies, Inc.		12/09/2005	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	Motorsports Authentics, Inc.
Street Address:	6301 Performance Dr.
City:	Concord
State/Country:	NORTH CAROLINA
Postal Code:	28027
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2407814	A ACTION PERFORMANCE COMPANIES, INC.
Registration Number:	2197251	ACTION
Registration Number:	2460787	ACTION PERFORMANCE COMPANIES, INC.
Registration Number:	2349860	ACTION PERFORMANCE COMPANIES, INC.
Registration Number:	2734404	ACTION RACING COLLECTABLES
Registration Number:	2194882	ACTION RACING COLLECTABLES PLATINUM SERIES
Registration Number:	2374784	AP
Registration Number:	2437178	AP
Registration Number:	2374787	RCCA SELECTNET
Registration Number:	2114796	WINNER'S CIRCLE
Registration Number:	3020814	WINNER'S CIRCLE

CORRESPONDENCE DATA

Fax Number: (704)454-4028

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**TRADEMARK
 REEL: 003396 FRAME: 0856**

OP \$290.00 2407814

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 704-454-4098
Email: twarlick@motorsports-authentics.com
Correspondent Name: J. Thomas Warlick, IV
Address Line 1: 6301 Performance Dr.
Address Line 4: Concord, NORTH CAROLINA 28027

NAME OF SUBMITTER:	J. Thomas Warlick, IV
Signature:	/jthomwaswarlickiv/
Date:	09/26/2006

Total Attachments: 2
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ARTICLES OF AMENDMENT AND MERGER
OF
MOTORSPORTS AUTHENTICS, INC.
with and into
ACTION PERFORMANCE COMPANIES, INC.
and Changing the Name
of
ACTION PERFORMANCE COMPANIES, INC.
to
MOTORSPORTS AUTHENTICS, INC.

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

The undersigned corporation, organized and existing under and by virtue of the Arizona Business Corporation Act, A.R.S. ss.ss. 10-120 et seq., DOES HEREBY CERTIFY:

FIRST: That the name of each of the constituent corporations of the merger is as follows:

Motorsports Authentics, Inc., an Arizona corporation
Action Performance Companies, Inc., an Arizona corporation

SECOND: The surviving corporation of the merger is Action Performance Companies, Inc. ("Survivor"), the name of the Survivor is changed to Motorsports Authentics, Inc., and the address of the known place of business of the Survivor is as set forth below:

1480 South Hohokam Drive
Tempe, Arizona 85281

THIRD: That the name and address of the statutory agent of the Survivor is as follows:

CT Corporation System
3225 North Central Avenue
Phoenix, Arizona 85012

FOURTH: The Articles of Incorporation of the Survivor shall be amended and restated as set forth in Exhibit A attached hereto. The merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") as set forth in Exhibit B attached hereto.

FIFTH: The merger was approved by the shareholders of the Survivor on December 1, 2005 and by the shareholders of Motorsports Authentics, Inc., on December 8, 2005.

SIXTH: The number of shares of common stock of the Survivor issued and outstanding on October 17, 2005, and entitled to vote on the merger was 18,678,711. 14,560,657 votes were cast for the merger and 84,529 votes were cast against the merger. The number of votes cast by the holders of common stock of the Survivor for the merger was sufficient for the approval of the merger. The number of shares of common stock of Motorsports Authentics, Inc.

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issued and outstanding, and entitled to vote on the merger was 100 shares. 100 votes were cast for the merger. The number of votes cast by the holders of common stock of Motorsports Authentics, Inc. was sufficient for the approval of the merger.

IN WITNESS WHEREOF, Survivor has caused these Articles of Merger to be executed as of this 9th day of December, 2005.

ACTION PERFORMANCE COMPANIES, INC.

By: David W. Todd
 Name: DAVID TODD
 Title: CHIEF FINANCIAL OFFICER