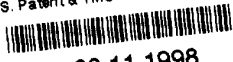


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original documents or copy thereof.

To the

U.S. Patent & TMO/TM Mail Rcpt Dt. #34



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MRD 8-11-98

1. Name of party(ies):  
RAY INDUSTRIES, INC.

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

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other:

Execution Date: December 17, 1997  
Effective: December 31, 1997

2. Name and address of receiving party(ies)  
Name: BRUNSWICK CORPORATION  
Internal Address:  
Street Address: 1 NORTH FIELD COURT  
City: LAKE FOREST State: IL ZIP: 60045-4811

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) and address(es) attached?  Yes  No

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

A. Trademark Application No.(s)  
75/319,514; 75/320,227

B. Trademark No.(s)  
2,109,428; 2,123,688

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed  
Name: Dale Paul DiMaggio, Esq.  
Internal Address: Malin, Haley, DiMaggio & Crosby, P.A.  
Street Address: One East Broward Blvd., Suite 1609  
City: Fort Lauderdale State: Florida ZIP: 33301  
Telephone: (954) 763-3303

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115.00  
 Enclosed  
 Authorized to be charged to Deposit Account

8. Deposit account number: 13-1130  
(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.*

Dale Paul DiMaggio, Reg. No. 31,823

Date: 8/6/98

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

Mail documents to be recorded with required cover sheet information to:  
Commission of Patents and Trademarks, Box Assignments

0000123 2109428  
40.00  
75.00  
08/28/1998 TTM11  
01 FC:481  
02 FC:482

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RAY INDUSTRIES, INC.

INTO

BRUNSWICK CORPORATION

-----  
Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware  
-----

BRUNSWICK CORPORATION, a Delaware corporation, hereby certifies that:

1. BRUNSWICK CORPORATION is a Delaware corporation. RAY INDUSTRIES, INC. is a Delaware corporation.

2. BRUNSWICK CORPORATION owns all the outstanding shares of RAY INDUSTRIES, INC.

3. The Board of Directors of BRUNSWICK CORPORATION on December 1, 1997 determined to merge RAY INDUSTRIES, INC. into BRUNSWICK CORPORATION and adopted the following resolutions:

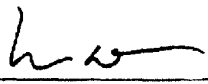
RESOLVED, that BRUNSWICK CORPORATION approves a plan of merger whereby RAY INDUSTRIES, INC., a Delaware corporation, shall be merged into BRUNSWICK CORPORATION, all of the shares of RAY INDUSTRIES, INC. shall be cancelled pursuant to the merger, and no additional shares of BRUNSWICK CORPORATION shall be issued pursuant to the merger.

FURTHER RESOLVED, that the proper officers of BRUNSWICK CORPORATION be, and hereby are, authorized to execute and deliver all documents necessary to effectuate the foregoing merger.

FURTHER RESOLVED, that the foregoing merger shall be effective after the close of business on December 31, 1997.

IN WITNESS WHEREOF, BRUNSWICK CORPORATION has caused this Certificate to be executed by its Vice President this 17th day of December, 1997.

BRUNSWICK CORPORATION

By:   
\_\_\_\_\_  
Mary D. Allen  
Vice President

State of Delaware  
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:  
"RAY INDUSTRIES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "BRUNSWICK CORPORATION" UNDER THE NAME OF "BRUNSWICK CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 9:01 O'CLOCK A.M.



  
Edward J. Freel, Secretary of State

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RECORDED: 08/11/1998

AUTHENTICATION: 9172597

DATE: 06-30-98  
TRADEMARK

REEL: 1774 FRAME: 0365