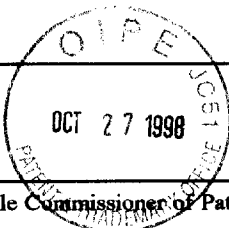


FORM PTO-1594  
1-31-92



RECORD  
TRA

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

11-02-1998

10-27-98



Documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks  
Box Assignments

100866530

1. Name of conveying party(ies):

Foot-Joy, Inc.

- Individual(s)
  - General Partnership
  - Corporation - State Massachusetts
  - Other
- Additional name(s) of conveying party(ies) attached?  Yes  No

- Association
- Limited Partnership

2. Name and address of receiving party(ies):

Name: ACUSHNET COMPANY

Address: 333 Bridge Street

City Fairhaven, State Massachusetts Zip 02719

- 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  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: March 27, 1995

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,727,775

Additional numbers attached?  Yes  No

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

PENNIE & EDMONDS LLP  
1155 Avenue of the Americas  
New York, NY 10036

Attn.: Patricia Vega

File No.: 6202-336-999

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number:  
16-1150

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.

Peter D. Vogl, Esq.

Name of Person Signing

Signature

10/27/98 Date

Total number of pages comprising cover sheet: 5

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

10/30/1998 SBURNS 00000188 161150 1727775

01 FC:481 40.00 CH

CERTIFICATE OF OWNERSHIP AND MERGER

merging

Foot-Joy, Inc.  
(a Massachusetts corporation)

into

Acushnet Company  
(a Delaware corporation)

---

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

---

ACUSHNET COMPANY, a corporation organized and  
existing under the laws of the State of Delaware (the  
"Company"), DOES HEREBY CERTIFY that:

FIRST: The Company is a corporation organized  
and existing under the laws of the State of Delaware and  
was incorporated on February 5, 1976 under the name  
American Acushnet Company pursuant to the General  
Corporation Law of the State of Delaware.

SECOND: Foot-Joy, Inc. (the "Subsidiary") is a  
corporation organized and existing under the laws of the  
Commonwealth of Massachusetts and was incorporated on

August 15, 1918 pursuant to the General Laws of the Commonwealth of Massachusetts. The provisions of the Business Corporation Law of the Commonwealth of Massachusetts permit the merger of a subsidiary corporation organized and existing under the laws of the Commonwealth of Massachusetts with and into a parent corporation organized and existing under the laws of the State of Delaware.

THIRD: The Company owns all of the outstanding shares of stock of the Subsidiary.

FOURTH: The Company by the following resolutions duly adopted by its Board of Directors on March 21, 1995, determined to merge the Subsidiary with and into the Company:

"RESOLVED, that this Company merge into itself Foot-Joy, Inc., a Massachusetts corporation (the 'Subsidiary') all of the outstanding shares of stock of which are owned by this Company, and assume all the liabilities and obligations of the Subsidiary; and further

"RESOLVED, that the merger of the Subsidiary into this Company shall become effective at the close of business on March 31, 1995, such date and time being hereinafter referred to as the 'effective date of the merger'; and further

"RESOLVED, that each share of stock of the Subsidiary which shall be outstanding immediately prior to the effective date of the

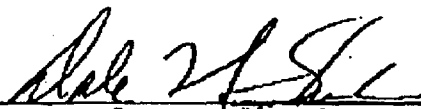
merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and cease to exist and shall not be or become shares of this Company."

FIFTH: This Certificate of Ownership and Merger and the merger of the Subsidiary into and with the Company as provided herein shall become effective at the close of business on March 31, 1995.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its officer thereunto duly authorized and its corporate seal to be affixed hereto by its Secretary this 22<sup>nd</sup> day of March, 1995.

ACUSHNET COMPANY

By



Dale M. Shenk  
Vice President - Finance

Attest:



Mark S. Lyon  
Secretary

State of Delaware  
Office of the Secretary of State

---

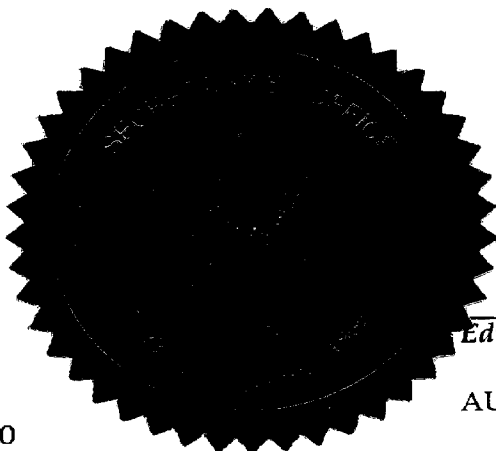
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FOOT-JOY, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "ACUSHNET COMPANY" UNDER THE NAME OF "ACUSHNET COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1995, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0820974 8330

7481113

DATE:

950088014

04-21-95

RECORDED: 10/27/1998

TRADEMARK  
REEL: 1806 FRAME: 0442