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02-10-1999

Docket No.:

80666

01-29-1999



U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

Tab settings

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To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, DC 20503. Send original documents or copy thereof.

1. Name of conveying party(ies):

Adams Golf IP, Ltd.

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

Additional names(s) of conveying party(ies) attached? Yes No

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

Name: Adams Golf IP, L.P.

Internal Address:

Street Address: 2801 East Plano Parkway

City: Plano State: TX ZIP: 75074

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

1-29-99

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

Execution Date: February 26, 1998

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

A. Trademark Application No.(s)

75/177,379 75/417,768
75/392,118 75/451,280
75/391,879

B. Trademark Registration No.(s)

1,813,012 2,080,226
1,893,830 2,146,290
1,984,872

Additional numbers attached? Yes No

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

Name: Lisa A. Osman, Esq.

Internal Address: Dorsey & Whitney LLP

Street Address: 370 17th Street, Suite 4400

City: Denver State: CO ZIP: 80202

6. Total number of applications and registrations involved:.....

10

7. Total fee (37 CFR 3.41):.....\$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

265E

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.

Lisa A. Osman, Esq.

Name of Person Signing

Signature

January 29, 1999

Date

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

097/999 JMATKING 00000037 1813012
40.00 OP
225.00 OP



The State of Texas

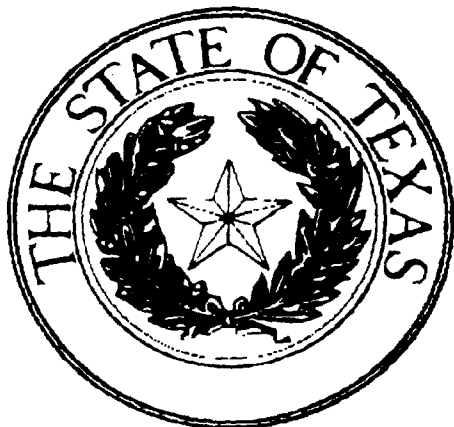
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**ADAMS GOLF IP, LTD.
CHARTER #104733-10**

CERTIFICATE OF MERGER

MARCH 20, 1998



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 27, 1998.

Alberto R. Gonzales
Secretary of State

PH

SENT BY ARTER & HADDEN-DALLAS : 3-20-88 : 3:31PM :

ARTER & HADDEN-

2 / 4

CERTIFICATE OF MERGER
of
ADAMS GOLF IP, LTD.
(a Texas limited partnership)
with and into
ADAMS GOLF IP, L.P.
(a Delaware limited partnership)

FILED
In the Office of the
Secretary of State - Texas
MAR 20 1988
Corporations Section

Pursuant to the provisions of Section 2.11 of the Texas Revised Limited Partnership Act (the "Act"), the undersigned domestic and foreign organizations adopt the following Articles of Merger for the purpose of effecting a merger in accordance with Section 2.11 of the Act:

1. A Plan of Merger adopted in accordance with Section 2.11 of the Act (the "Plan") providing for the merger of **ADAMS GOLF IP, LTD.** (a Texas limited partnership) (the "Merging Organization") with and into **ADAMS GOLF IP, L.P.** (a Delaware limited partnership) (the "Surviving Organization") resulting in Adams Golf IP, L.P. being the Surviving Organization has been approved and an executed copy of the Plan is on file at the principal place of business of the Surviving Organization located at 300 Delaware Avenue, Suite 548, Wilmington, Delaware 19801. A copy of the Plan has been furnished to each partner of the Merging Organization and the Surviving Organization at least 20 days before the merger shall become effective.

2. The name of each of the undersigned organizations, the type of such organization and the laws under which such organization was organized are:

<u>Name</u>	<u>Type</u>	<u>State of Organization</u>
Adams Golf IP, Ltd.	Limited Partnership	Texas
Adams Golf IP, L.P.	Limited Partnership	Delaware

92408.1

SENT BY: ARTER & HADDEN-DALLAS : 3-20-90 : 3:35PM :

ARTER & HADDEN-

: # 3/ 4

3. As to the undersigned domestic limited partnership, the approval of whose partners is required, the designation of partnership interests entitled to vote on such Plan are as follows:

<u>Name of Entity</u>	<u>Designation of Interest</u>
Adams Golf GP Corp.	General Partner Interest
Adams Golf Holding Corp.	Limited Partner Interest

4. As to the undersigned domestic limited partnership, the holders of all of the general partner interests and limited partner interests entitled to vote on said Plan have signed a consent in writing unanimously approving and adopting said Plan.

5. The Plan and the performance of its terms were duly authorized by all action required by the laws under which each foreign organization that is a party to the Plan was organized and by its constituent documents.

9244.1

SENT BY: ARTER & HADDEN DALLAS : 3-20-98 : 3:35PM :

ARTER & HADDEN-

4/ 1

DATED: February 26, 1998.

ADAMS GOLF IP, LTD.

By: Adams Golf GP Corp.
Its General Partner

By: 
Richard Murland, Vice President

ADAMS GOLF IP, L.P.

By: Adams Golf GP Corp.
Its General Partner

By: 
Richard Murland, Vice President

State of Delaware

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"ADAMS GOLF IP, LTD", A TEXAS LIMITED PARTNERSHIP,

WITH AND INTO "ADAMS GOLF IP, L.P." UNDER THE NAME OF "ADAMS GOLF IP, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2843361 8100M

981335686

AUTHENTICATION:

DATE:

9273828

08-27-98

TRADEMARK
REEL: 1852 FRAME: 0304

3-23-98

**CERTIFICATE OF MERGER
OF
ADAMS GOLF IP, LTD.
(a Texas limited partnership)
INTO
ADAMS GOLF IP, L.P.
(a Delaware limited partnership)**

ADAMS GOLF IP, L.P., a limited partnership formed under the laws of the state of Delaware, for the purpose of merging with other entities pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act"), hereby certifies that:

1. The name and state of organization of the constituent organizations are as follows:

<u>NAME</u>	<u>STATE OF ORGANIZATION</u>
Adams Golf IP, L.P.	Delaware Limited Partnership
Adams Golf IP, Ltd.	Texas Limited Partnership

2. A Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent organizations in accordance with the requirements of the Act.

3. The name of the surviving organization is **ADAMS GOLF IP, L.P.**

4. The executed Plan of Merger is on file at the principal place of business of the surviving organization. The address of the principal place of business is:

300 Delaware Avenue, Suite 548
Wilmington, Delaware 19801

5. A copy of the Plan of Merger will be furnished by the surviving organization on request and without cost to any person holding an interest in either of the constituent organizations.

DATED: February 26, 1998.

ADAMS GOLF IP, LTD.

By: Adams Golf GP Corp.
Its General Partner

By: 
Richard Murtland, Vice President

ADAMS GOLF IP, L.P.

By: Adams Golf GP Corp.
Its General Partner

By: 
Richard Murtland, Vice President