

MAD REC 318 99

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ched original documents or copy thereof.

To the Honorable Commissioner of Pat.

1. Name of conveying party(ies):
TearDrop Putter Corporation

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

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

2. Name and address of receiving party(ies)
 Name: TearDrop Golf Company
 Internal Address: _____
 Street Address: 8350 North Lehigh Avenue
 City: Morton Grove State: IL ZIP: 60053

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

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

A. Trademark Application No.(s)
75/519,013

B. Trademark Registration No.(s)
1,758,499

Additional numbers attached? Yes No

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

Name: Richard B. Hoffman
 Internal Address: _____
Tilton, Fallon, Lungmus & Chestnut

Street Address: 100 South Wacker Drive
Suite 960
 City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
03-18-1999
 U.S. Patent & TMO/TM Mail Rcpt Dt. #70

(Attach duplicate copy of this page if paying by deposit account)

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01 FC:481 40.00 OP
 02 FC:482 25.00 OP

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.

Richard B. Hoffman
 Name of Person Signing

Richard B. Hoffman
 Signature

March 15, 1999
 Date

Total number of pages including cover sheet, attachments, and document: 8

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

TRADEMARK
 REEL: 1878 FRAME: 0666

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 FOLLOWING IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES "TEARDROP BUTTER CORPORATION", A SOUTH CAROLINA CORPORATION, WITH AND INTO "TEARDROP GOLF COMPANY" UNDER THE NAME OF "TEARDROP GOLF COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

2664330 8100M
960306577



Edward J. Freel, Secretary of State 8156677

AUTHENTICATION: 10-22-96

DATE:

CERTIFICATE OF MERGER
OF
TEARDROP PUTTER CORPORATION
A South Carolina Corporation
INTO
TEARDROP GOLF COMPANY
A Delaware Corporation

Under Section 252 of the
 Delaware General Corporation Law

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned does hereby certify:

FIRST: The name of each of the constituent corporations is **TEARDROP PUTTER CORPORATION ("TPC")**, a South Carolina corporation and **TEARDROP GOLF COMPANY ("TGC")**, a Delaware corporation, which shall be the surviving corporation of the merger.

SECOND: Pursuant to the Agreement and Plan of Merger, dated October 21, 1996 (the "Merger Agreement"), TPC shall be merged with and into TGC.

THIRD: As of October 21, 1996, the Board of Directors and shareholders of TPC duly approved and adopted the Merger Agreement in accordance with the South Carolina Code and as of October 21, 1996, the Board of Directors of TGC duly approved and adopted the Merger Agreement in accordance with Sections 251 and 252 of the Delaware General Corporation Law. The Merger Agreement was executed, certified and acknowledged by each of the constituent corporations as of October 21, 1996 in accordance with Section 252 of the Delaware General Corporation Law and the South Carolina Code and sets forth that:

- (A) TPC shall be merged into TGC and TGC shall be the "Surviving Corporation."
- (B) The name of the Surviving Corporation shall be "TEARDROP GOLF COMPANY" and the certificate of incorporation of TGC shall be the certificate of incorporation of the Surviving Corporation.
- (C) TGC shall assume all assets and liabilities of TPC.
- (D) As of the filing of this Certificate of Merger (the "Effective Date"), and by virtue of the Merger, without any action on the part of TPC or TGC, each share of TPC's