

MRS
5-7-99

RECORDATION FOR
TRADEMARK

05-18-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



or copy thereof.

Tab settings

To the Honorable Commissioner of Patents and Trademarks: PI

101038550

1. Name of conveying party(ies):

TearDrop Putter Corporation

2. Name and address of receiving party(ies)

Name: TearDrop Golf Company

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

- Association
- Limited Partnership

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

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,070,668

05/17/1999 MTHA11 00000030 2070668

01 FC 481

40.00 DP

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: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Richard B. Hoffman

Name of Person Signing

Signature

May

Date

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK
REEL: 001897 FRAME: 0554

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 STATUTES OF THE STATE OF DELAWARE AND THE CERTIFICATE OF MERGER, WHICH BEGINS

"TEARDROP GOLF COMPANY", 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.



Edward J. Freel

Edward J. Freel, Secretary of State 8156677

2664330 8100M

960306577

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

common stock issued and outstanding immediately prior to the Effective Date shall be converted and exchangeable for 3,333.33 shares of TGC's common stock, and upon conversion, all TPC common stock shall be canceled and shall cease to be outstanding.

FOURTH: The Merger Agreement is on file at the principal place of business of TGC which is located at 32 Bow Circle, Building #1, Hilton Head Island, South Carolina 29928, Attention: Brian Hochman.

FIFTH: A copy of the Merger Agreement will be furnished by TGC on request and without cost to any stockholder of any constituent corporation.

SIXTH: The authorized capital stock of TPC consists of one series of common stock totaling 100,000 shares with a par value of One Dollar (\$1.00) per share. The designation and number of issued and outstanding shares of stock of TPC are:

Number of Shares Issued and Outstanding	Designation of Shares
225	Common Stock

The number of shares of TPC entitled to vote on the plan of merger is 225 shares of Common Stock and all of such shares were voted in favor of the merger.

SEVENTH: The authorized capital stock of TGC is eleven million (11,000,000) shares, divided into two classes consisting of ten million (10,000,000) shares of Common Stock, \$.01 par value per share, and one million (1,000,000) shares of Preferred Stock, \$.01 par value per share. No shares of stock of TGC were issued prior to the adoption of the Merger Agreement by the Board of Directors of TGC, and by virtue of the applicability of Section 251(f) of the Delaware General Corporation Law, no vote of the stockholders of TGC is necessary to authorize the merger pursuant to this Certificate of Merger.

EIGHTH: The merger shall be effective as of the date of filing this Certificate of Merger.

IN WITNESS WHEREOF, each of the corporations hereto has caused this Certificate of Merger to be executed on its behalf this 21st day of October, 1996.

TEARDROP PUTTER CORPORATION
a South Carolina corporation

By: /s/ Brian R. Hochman
Brian R. Hochman, President

TEARDROP GOLF COMPANY
a Delaware corporation

By: /s/ Rudy A. Slucker
Rudy A. Slucker, President