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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please recu

1. Name of conveying party(ies):
Carver Boat Corporation

Individuals 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):
Carver Boat Corporation, L.L.C.
100 South Fifth Street
Minneapolis, Minnesota 55402

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: August 31, 1999

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of
 Other: Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)	B. Trademark Reg. No.(s)
	712,059 976,282 1,590,688
	1,923,554 1,938,254 2,192,937

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John L. Beard, Esq.
Address: Merchant & Gould P.C.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 6

7. Total fee (37 CFR 3.41): \$165.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

John L. Beard *[Signature]* September 9, 1999
Name of Person Signing Signature Date

09/15/1999 NTHA11 00000230 712059

Total number of pages including cover sheet, attachments, and document: 3

01 FC-481 40.00 OP
02 FC-482 125.00 OP

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Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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:

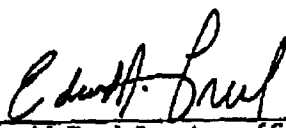
"CARVER BOAT CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "CARVER BOAT CORPORATION, L.L.C." UNDER THE NAME OF "CARVER BOAT CORPORATION, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999, AT 4 O'CLOCK P.M.

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

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9949934

09-01-99

CERTIFICATE OF MERGER

OF

CARVER BOAT CORPORATION
(a Delaware corporation)

into

CARVER BOAT CORPORATION, L.L.C.
(a Delaware limited liability company)

It is hereby certified that:

1. Carver Boat Corporation, L.L.C. (the "L.L.C.") is a limited liability company organized and existing under the laws of the State of Delaware.

2. Carver Boat Corporation ("the Corporation") is a business corporation organized and existing under the laws of the State of Delaware.

3. A Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent party in accordance with the laws of the State of Delaware.

4. The L.L.C. is the surviving entity. The name of the surviving entity is Carver Boat Corporation, L.L.C.

5. The certificate of formation of the L.L.C. as in effect on the date of the merger shall be the certificate of formation of the surviving entity.

6. The executed Merger Agreement is on file at the principal place of business of Carver Boat Corporation, L.L.C., at 100 South Fifth Street, Suite 2500, Minneapolis, Minnesota 55402, Attention: Mary P. McConnell, General Counsel. A copy of the Plan of Merger will be furnished by the L.L.C. upon request and at no cost, to any stockholder of the Corporation or member of the L.L.C.

Executed this 31st day of August, 1999.

CARVER BOAT CORPORATION, L.L.C.

By: *Roger R. Christensen*

Its: *Vice President*

CARVER BOAT CORPORATION

By: *Mary P. McConnell*

Its: *Vice President*

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