

03-08-2000

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FORM PTO-1594

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REC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

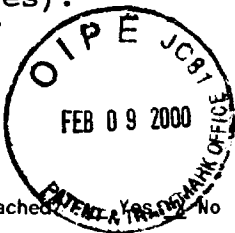
To the Honorable Commissioner of Patents and Trademarks

101284951

original documents or copy thereof.

1. Name of conveying party(ies):
Tommy Armour Golf Company

Individual Association
 General Partnership Ltd. Partnership
 Corporation-State Delaware
 Other _____



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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Merger

Execution Date: October 8, 1999

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

TearDrop Golf Company
8350 North Lehigh Avenue
Morton Grove, IL 60053

Individual(s) citizenship _____
 Association
 General Partnership
 Ltd. Partnership
 Corporation - State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,311,242	1,046,908	1,429,431	1,506,052	1,623,124
1,542,715	1,531,013	1,653,168	542,862	2,113,010
1,543,713	1,428,597	1,487,622	1,379,348	2,111,384
1,767,509	1,208,680	1,753,325	2,056,184	2,110,001
1,731,301	1,556,974	1,947,706	1,495,236	2,180,845
1,964,435	1,509,379	1,217,676	399,196	
1,902,210	1,208,679	1,244,668	396,807	
1,941,469	1,207,415	783,968	1,808,561	
1,893,698	1,694,628	1,336,904	693,126	

Additional Numbers attached? Yes No

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

Jill Anderfuren, Esq.
Tilton, Fallon, Lungmus & Chestnut
100 S. Wacker Drive, Suite 960
Chicago, Illinois 60606

6. Total number of applications and registrations involved: 41

7. Total fee (37 CFR 3.41) \$1040.00
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
20-1111

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

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02 FC:482 1000.00 OP

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.

Jill Anderfuren
Name of Person Signing

Jill Anderfuren
Signature

2/8/00
Date

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

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

TRADEMARK
REEL: 002031 FRAME: 0269

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 ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TOMMY ARMOUR GOLF COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TEARDROP ACQUISITION CORP." TO "TOMMY ARMOUR GOLF COMPANY", FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE EIGHTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0201830

DATE: 01-14-00

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CERTIFICATE OF INCORPORATION

OF

TEARDROP ACQUISITION CORP.

1. The name of the corporation is **TearDrop Acquisition Corp. (the "Corporation")**.
2. The Registered Office of the Corporation in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle. The Registered Agent in charge thereof is Corporation Service Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is two thousand (2,000) and all of such shares are without par value.
5. The names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders of the Corporation, or until such time as their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Rudy A. Slucker	1080 Lousons Road Union, New Jersey 07083
Fred K. Hochman	1080 Lousons Road Union, New Jersey 07083
Leslie E. Goodman	1080 Lousons Road Union, New Jersey 07083
Bruce Nagel, Esq.	1080 Lousons Road Union, New Jersey 07083

6. The name and mailing address of the incorporator are as follows:

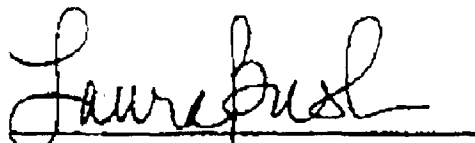
<u>Name</u>	<u>Address</u>
Laura C. Bush, Esq.	c/o Crummy, Del Deo, Dolan, Griffinger & Vecchione One Riverfront Plaza Newark, New Jersey 07102

#0128973.01
99998-00014

7. After the original or other by-laws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the by-laws of the Corporation may be exercised by the Board of Directors of the Corporation.

8. To the fullest extent permitted by the General Corporation Law of Delaware, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall not be relieved from liability: (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the General Corporation Law of Delaware; or (d) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 28th day of October, 1997.

A handwritten signature in cursive script, appearing to read "Laura C. Bush", written over a horizontal line.

Laura C. Bush, Esq.,
Incorporator

#0128973.01
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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
TEARDROP ACQUISITION CORP.**

Pursuant to the provisions of Sections 242 of the Delaware Corporation Law, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is TearDrop Acquisition Corp. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 28, 1997.
3. The following amendment to the Corporation's Certificate of Incorporation was approved by written consent of the directors of the Corporation, and thereafter duly adopted by written consent of the sole shareholder of the Corporation, dated as of November 13, 1997:

RESOLVED, that Article 1 of the Corporation's Certificate of Incorporation be amended in its entirety to read as follows:

"1. The name of the corporation is Tommy Armour Golf Company (the "Corporation")."

4. The total number of shares entitled to vote on the amendment was 100.

5. The number of shares voting for the amendment was 100 and no shares were voted against the amendment.

The effective date of this Amendment to the Corporation's Certificate of Incorporation shall be upon filing.

Dated the 7th day of November, 1997.

TEARDROP ACQUISITION CORP.

By: Rudy A. Slucker
Name: Rudy A. Slucker
Title: President

**CERTIFICATE OF RENEWAL AND REVIVAL
OF CERTIFICATE OF INCORPORATION
OF
TOMMY ARMOUR GOLF COMPANY**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

TOMMY ARMOUR GOLF COMPANY.

2. The corporation was organized under the provisions of the General Corporation Law of the State of Delaware. The date of filing of its original certificate of incorporation with the Secretary of State of the State of Delaware is October 28, 1997.

3. The address, including the street, city, and county, of the registered office of the corporation in the State of Delaware and the name of the registered agent at such address as follows: Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805, County of New Castle.

4. The corporation hereby procures a renewal and revival of its certificate of incorporation, which became inoperative by law on March 1, 1999 for failure to file annual reports and non-payment of taxes payable to the State of Delaware.

5. The certificate of incorporation of the corporation, which provides for and will continue to provide for, perpetual duration, shall, upon the filing of this Certificate of Renewal and Revival of the Certificate of Incorporation in the Department of State of the State of Delaware, be renewed and revived and shall become fully operative on February 28, 1999.

6. This Certificate of Renewal and Revival of the Certificate of Incorporation is filed by authority of the duly elected directors as prescribed by Section 312 of the General Corporation Law of the State of Delaware.

Signed on September 27, 1999


Joseph Cloni, Vice President

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NO. 2029 F. 2 2

OCT. 4. 1999 12:56PM CORP SERVICES CO

**TRADEMARK
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF
TEARDROP PROMOTIONS, INC.,
a Delaware corporation,
TOMMY ARMOUR GOLF COMPANY,
a Delaware corporation
AND
RAM GOLF CORPORATION,
a Delaware corporation
INTO
TEARDROP GOLF COMPANY,
a Delaware corporation**

It is hereby certified that:

1. TearDrop Golf Company (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of TearDrop Promotions, Inc., a Delaware corporation, Tommy Armour Golf Company, a Delaware corporation, and Ram Golf Corporation, a Delaware corporation.
3. On October 4, 1999, the Board of Directors of the Corporation adopted the following resolutions to merge each of TearDrop Promotions, Inc., Tommy Armour Golf Company and Ram Golf Corporation with and into the Corporation, with the Corporation being the surviving corporation to the merger:

RESOLVED, that each of TearDrop Promotions, Inc., Tommy Armour Golf Company and Ram Golf Corporation be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of each of TearDrop Promotions, Inc., Tommy Armour Golf Company and Ram Golf Corporation be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each of TearDrop Promotions, Inc., Tommy Armour Golf Company and Ram Golf Corporation in its respective names.

RESOLVED, that the Corporation shall assume all of the obligations of each of TearDrop Promotions, Inc., Tommy Armour Golf Company and Ram Golf Corporation.

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be upon filing.

Executed on this 8th day of October, 1999.

TEARDROP GOLF COMPANY

By: /s/ Rudy A. Slucker

Name: Rudy A. Slucker

Title: President

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RECORDED: 02/09/2000

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