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LAW OFFICES OF OLSON & HIERL, LTD. 20 NORTH WACKER DRIVE

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PATENTS **TRADEMARKS** & RELATED MATTERS

SEYMOUR ROTHSTEIN DAVID L. APPLEGATE OF COUNSEL

October 30, 2000

11-09-2000 101511279

Director - U.S. Patent and Trademark Office Box Assignments Washington, D.C. 20231

> Recordation of Certificate of Merger Re:

Dear Sir:

Please record the attached true and correct copy of the original Certificate of Merger document.

- The name of the conveying party is: North Sails Group, Inc. 1.
- The name and address of the receiving party is: North Sails Group Interim, Inc., 9 Research Drive, Milford, Connecticut 06460.
 - The conveyance is a merger effective on June 30, 2000. 3.
- The Trademark Registrations and Trademark Application against which the document is to be recorded are:

Registration/Serial No.	<u>Trademark</u>
2,111,604 2,108,210 1,883,633 1,718,228 1,447,568 1,214,883 1,009,955 76/041,028	NORTH SAILS NS NORTH SAILS and Design 3DL GATORBACK NORLAM NORTH SAILS NS NORTH SAILS and Design GENNAKER

11/08/2000 NTHAI1 00000265 2111604

01 FC:481 02 FC:482

40.00 DP 175.00 OP

> TRADEMARK REEL: 002171 FRAME: 0321

- 5. All correspondence concerning this document should be mailed to: Olson & Hierl, Ltd., 20 North Wacker Drive, 36th Floor, Chicago, IL 60606. Please return the original document to the attention of Deborah A. Melchi.
- 6. Seven Trademark Registrations and One Trademark Application are involved at a recordal fee of \$215.00. [§37 C.F.R. 1.21 (h)].
 - 7. The total fee (37 C.F.R. 3.41) of \$215.00 (Check No. 16918) is enclosed.
- 8. Please credit any overpayment or charge any underpayment to Deposit Account No. 15-0508.
- 9. To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true and correct copy of the original document.

Respectfully submitted,

OLSON & HIERL, LTD.

By <u>Weharal A. Meleki</u> Deborah A. Melchi

Paralegal

Enclosures

CERTIFICATE OF MAILING

I hereby certify that this paper, fee and the attachments are being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignments, Director - U.S. Patent and Trademark Office, Washington, D.C. 20231 on this 30th day of October, 2000.

Deborah A. Melchi

TRADEMARK REEL: 002171 FRAME: 0322

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:

"NORTH SAILS GROUP, INC.", A WISCONSIN CORPORATION,

WITH AND INTO "NORTH SAILS GROUP INTERIM, INC." UNDER THE NAME OF "NORTH SAILS GROUP INTERIM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 2 O'CLOCK P.M.

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0535917

DATE:

06-30-00

TRADEMARK

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REEL: 002171 FRAME: 0323

CERTIFICATE OF MERGER

MERGING

NORTH SAILS GROUP, INC. (a Wisconsin corporation)

INTO

NORTH SAILS GROUP INTERIM, INC. (a Delaware corporation)

Pursuant to Section 252 of the Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent entities to the merger is as follows:

North Sails Group, Inc.

Incorporated in Wisconsin

North Sails Group Interim, Inc.

Incorporated in Delaware

SECOND: That each of the constituent entities has approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger in accordance with Section 252 of the Delaware General Corporation Law and Section 180.1103 of the Wisconsin Business Corporation Law.

THIRD: That the name of the surviving entity to the merger is North Sails Group Interim, Inc.

FOURTH: That the Articles of Incorporation of North Sails Group Interim, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 9 Research Drive, Suite 2, Milford, Connecticut 06460.

TRADEMARK REEL: 002171 FRAME: 0324 SIXTH: That the surviving corporation will furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any stockholder, shareholder or member of any constituent corporation.

SEVENTH: That the authorized capital stock of North Sails Group, Inc., a Wisconsin corporation, prior to the merger consists of 100,000 shares of common stock, \$1.00 par value per share.

EIGHTH: That this Certificate of Merger shall be effective on June 30, 2000 at 4:30 p.m. EST.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 30th day of June, 2000.

NORTH SAILS GROUP INTERIM, INC.

Name: John A. McClary, Jr.,

Title: President, Secretary and Treasurer