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PATENTS
TRADEMARKS
& RELATED MATTERS

SEYMOUR ROTHSTEIN
DAVID L. APPLIGATE
OF COUNSEL

MRS
11-02-00

October 30, 2000

11-09-2000



101511279

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

Re: Recordation of Certificate of Merger

Dear Sir:

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

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

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

11/08/2000 MTHAI1 00000265 2111604

01 FC:481 40.00 OP
02 FC:482 175.00 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 Deborah A. Melchi
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.

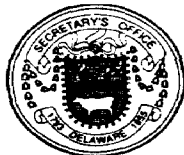
Deborah A. Melchi
Deborah A. Melchi

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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0535917

DATE: 06-30-00

TRADEMARK
REEL: 002171 FRAME: 0323

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.

By: _____

Name: John A. McClary, Jr.

Title: President, Secretary and Treasurer