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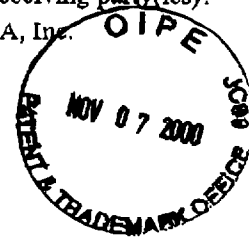
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eof.

To the Honorable Commissioner of Patents and Trademarks. Please record

101622613



1. Name of conveying party(ies): *MPD*
 Prince Sports Group, Inc. *11-7-00*

Individual(s) Association
 General Partnership Partnership
 Corporation-State NJ
 Other

Additional name(s) of conveying party(ies) attached?
 yes no

*See attachment A

2. Name and address of receiving party(ies):
 Benetton Sportssystem USA, Inc.
 One Sportssystem Plaza
 Bordentown, NJ 08505

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State NJ
 Other

Additional name(s) & address(es) attached?
 yes no

Appointment of Domestic Representative attached?
 yes no

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Names
 Other

Execution Date: ~~December 13, 2000~~ December 13, 1999

4. Application number(s) or registration number(s): SEE ATTACHED LIST

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
 2100 Pennsylvania Avenue, N.W.
 Suite 800
 Washington, D.C. 20037-3213

6. Total number of applications and registration involved: 82

7. Total Fee (37 CFR 3.41): \$2065.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880
 (Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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 R. Stenberg
 Name

11/7/00
 Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

11/28/2000 GT011 00000266 75117345
 01 FC:481 40.00 OP
 02 FC:482 2025.00 OP

ATTACHMENT A

1. Prince Sports Group, Inc., merged into Benetton Sportssystem Communications, Inc. on December 13, 1999.
2. Benetton Sportssystem Communications, Inc., merged into Nordica USA, on December 13, 1999.
3. Nordica USA, was merged into Benetton Sportssystem Active North America, Inc. on December 13, 1999.
4. Benetton Sportssystem Active North America, Inc., changed its name to Benetton Sportssystem USA, Inc. on January 5, 2000 pursuant to paragraph 3 of the Plan and Agreement of Merger attached to the Certificate of Merger filed herewith.

| Trademark | Application Number | Filing Date | Registration Number | Registration Date | Status | Classes | Goods |
|---------------------------|--------------------|-------------|---------------------|-------------------|------------|---------|---|
| AEROTYPE | 75/117,345 | 12-Jun-96 | 2,039,193 | 18-Feb-97 | Registered | 25 | Athletic Footwear |
| CLASSIC | 73/538,766 | | 1,402,294 | 22-Jul-86 | Registered | 28 | racquet ball glove |
| DNA | 75/206,614 | 02-Dec-96 | 2,141,606 | 03-Mar-98 | Registered | 28 | Racquet strings |
| DURAFLEX | 75/241,013 | 11-Feb-97 | 2,120,034 | 09-Dec-97 | Registered | 28 | Racquet string |
| DURAPERF | 75/047,076 | 18-Jan-96 | 2,068,010 | 03-Jun-97 | Registered | 28 | sports racquet grips |
| EKTELON | 74/637,267 | 22-Feb-95 | 2,104,531 | 14-Oct-97 | Registered | 7, 25 | Racquet stringing machines, sport shirts, shorts, gloves, socks, warmup outfits and footwear |
| EKTELON | 75/241,633 | 13-Feb-97 | 2,118,113 | 02-Dec-97 | Registered | 18 | All purpose sports bags, tote bags, and luggage |
| EKTELON (Word and logo) | 73/293,936 | 22-Jan-81 | 1,202,163 | 20-Jul-82 | Registered | 28 | paddle and racquetball racquets, racquetball gloves, racquetball racquet holding straps, bags |
| EKTELON (WORD) | 72/448,105 | | 976,308 | 08-Jan-74 | Registered | 28 | tennis racquet, paddle and racquet ball racquets, and tennis racquet stringers |
| EKTELON LOGO (FLAME ONLY) | | 22-Jan-81 | 1,210,697 | 28-Sep-82 | Registered | 28 | Racquet stringing machine, racquetball gloves and racquetball holding straps |
| ENDURANCE | 77/1798 | 27-Dec-88 | 1,630,967 | 08-Jan-91 | Registered | 28 | tennis racket string |
| EXCEL | 75/749,232 | 14-Jul-99 | | | Pending | 28 | Stringed sports racquets |
| EXTENDAMP | 74/469,438 | 14-Dec-94 | 1,947,325 | 09-Jan-96 | Registered | 28 | vibration absorbing device for racquets |
| EXTENDER | 769368 | 14-Dec-88 | 1,547,561 | 11-Jul-89 | Registered | 28 | squash and tennis racquets |
| FEATHERSTRIKE | 75/438,069 | 20-Feb-98 | 2,254,495 | 15-Jun-99 | Registered | 28 | Sports racquets, namely tennis, squash, racquetball, and badminton racquets |
| FUSION | 75/229,497 | 23-Jan-97 | 2,257,578 | 29-Jun-99 | Registered | 28 | Tennis, squash, badminton and racquetball racquets |
| HELIX | 75/206,615 | 02-Dec-96 | 2,141,607 | 03-Mar-98 | Registered | 28 | Racquet strings |
| HYDROTITE | 75/387,802 | 10-Nov-97 | 2,296,706 | 30-Nov-99 | Registered | 24 | fabrics |
| LITEBEAM | 75/704,364 | 13-May-99 | | | Published | 28 | sports racquets, namely, tennis, squash, racquetball and badminton racquets |
| LONGBODY | 74/694,386 | 27-Jun-95 | 2,222,094 | 09-Feb-99 | Registered | 28 | Stringed sports racquets |

| Trademark | Application Number | Filing Date | Registration Number | Registration Date | Status | Classes | Goods |
|---------------------------------------|--------------------|-------------|---------------------|-------------------|------------|---------|--|
| LONGBODY & DESIGN | 75/071,295 | 07-Mar-96 | 2,203,442 | 17-Nov-98 | Registered | 28 | Sports racquets |
| MAGNUM | 73/550,482 | 29-Jul-85 | 1,394,173 | 20-May-86 | Registered | 28 | weight lifting glove |
| MISCELLANEOUS DESIGN(2 WINDOW DESIGN) | 75/829,445 | 21-Oct-99 | | | Pending | 28 | Stringed sports racquets, namely, tennis, squash, badminton, and racquetball racquets |
| MISCELLANEOUS DESIGN(3 ARROW DESIGN) | 75/829,448 | 21-Oct-99 | | | Published | 28 | Stringed sports racquets, namely, tennis, squash, badminton, and racquetball racquets |
| MORPH BEAM | 75/442,233 | 27-Feb-98 | | | Pending | 28 | Sports racquets, namely, tennis, racquetball, squash, and badminton |
| NATURAL FOOT SHAPE | 74/671,097 | 08-May-95 | 2,104,360 | 07-Oct-97 | Registered | 25 | Athletic footwear |
| NEOS | 75/207,969 | 03-Dec-96 | 2,121,513 | 16-Dec-97 | Registered | | Tennis racket stringing machine |
| NFS LOGO | 75/054,289 | 06-Feb-96 | 2,027,123 | 31-Dec-96 | Registered | 25 | Aerotype shoes |
| P logo | 210442 | 05-Apr-79 | 1,175,337 | 27-Oct-81 | Registered | 28 | tennis rackets |
| P logo | 422860 | 22-Apr-83 | 1307141 | 27-Nov-84 | Registered | 25 | tennis shoes |
| P LOGO | 74/731,281 | 21-Feb-96 | 2,015,230 | 12-Nov-96 | Registered | 25 | hats and socks |
| P LOGO | 75/085,992 | 08-Apr-96 | 2,093,689 | 02-Sep-97 | Registered | 28 | Golf clubs, golf club grips and golf covers All purpose sports bags |
| PLAY WITH FIRE | 75/731,553 | 16-Jun-99 | | | Published | 28 | Stringed sports racquets |
| POWER RING | 75/085,994 | 08-Apr-96 | 2,082,484 | 22-Jul-97 | Registered | 28 | Stringed sports racquets namely tennis racquets, badminton racquets, squash racquets and racquetball racquets. |
| POWERFAN | 75/799,462 | 14-Sep-99 | | | Published | 28 | Stringed sports racquets |
| POWERPRO | 75/325,429 | 16-Jul-97 | 2,237,673 | 06-Apr-99 | Registered | 28 | Balls for playing racquetball and tennis |
| PRECISION | 74/467,246 | 08-Dec-93 | 1,918,918 | 12-Sep-95 | Registered | 28 | tennis, squash and badminton racquets |
| EQUIPE | 75/474,717 | 28-Jan-98 | 2,218,935 | 19-Jan-99 | Registered | 28 | tennis racquets |
| PRINCE | 75/241,541 | 13-Feb-97 | 2,120,037 | 09-Dec-97 | Registered | 18 | Golf Bags |
| PRINCE (WORD) | 156499 | 25-Jan-78 | 1,103,956 | 10-Oct-78 | Registered | 28 | tennis string and tennis balls |

| Trademark | Application Number | Filing Date | Registration Number | Registration Date | Status | Classes | Goods |
|-------------------|--------------------|-------------|---------------------|-------------------|------------|---------|--|
| PRINCE (WORD) | 421464 | 14-Apr-83 | 1,284,452 | 03-Jul-84 | Registered | 28 | tennis ball throwing machines |
| PRINCE (WORD) | 67890 | 03-Nov-75 | 1,049,720 | 05-Oct-76 | Registered | 28 | tennis rackets and tennis racket covers |
| PRINCE (word) | 74/653,460 | 29-Mar-95 | 1,992,784 | 13-Aug-96 | Registered | 28 | Golf clubs and golf balls |
| PRINCE (WORD) | 75/372,346 | 14-Oct-97 | | | Published | 18, 28 | table tennis paddles, balls, bags, nets and tables |
| PRINCE FITNESS | 75/704,765 | 13-May-99 | | | Pending | 25 | Athletic shoes |
| PRINCE LOGO (NEW) | 422861 | 22-Apr-83 | 1,290,202 | 14-Aug-84 | Registered | 25 | tennis shoes |
| PRINCE LOGO (NEW) | 502433 | 04-Oct-84 | 1,352,974 | 06-Aug-85 | Registered | 25 | shorts, sweaters and sweater vests |
| PRINCE LOGO (NEW) | 651545 | 26-Mar-87 | 1,462,052 | 20-Oct-87 | Registered | 28 | squash racquets |
| PRINCE LOGO (NEW) | 815063 | 26-Jul-89 | 1,596,440 | 15-May-90 | Registered | 18, 28 | athletic bags, tennis and squash racquets and racquet string |
| PRINCE P LOGO | 75/085,991 | 08-Apr-96 | 2,086,565 | 05-Aug-97 | Registered | 28 | Golf clubs, golf club grips and golf covers |
| PRINCE P LOGO | 75/085,995 | 08-Apr-96 | 2,047,632 | 25-Mar-97 | Registered | 18 | Sports Bags |
| PRINCE P LOGO | 75/138,725 | 23-Jul-96 | 2,052,953 | 15-Apr-97 | Registered | 25 | Shirts, shorts, pants, warmup suits, warmup jackets sold separately, skirts, hats, and shoes |
| PRINCE PRO | 251922 | 28-Feb-80 | 1,162,105 | 21-Jul-81 | Registered | 28 | tennis rackets |
| PRINCEGRIP | 75/764,694 | 30-Jul-99 | | | Pending | 28 | STRINGED SPORTS RACQUETS |
| PRO BLEND | 75/772,461 | 10-Aug-99 | | | Pending | 28 | clothing, namely socks |
| PROBLEND | 450672 | 31-Oct-83 | 1,300,735 | 16-Oct-84 | Registered | 28 | tennis racquet strings |
| QUANTUM | 74/042,975 | | 1,627,368 | 11-Dec-80 | Registered | 28 | protective sports goggles |
| QUIKTRAC | 75/438,968 | 23-Feb-98 | 2,275,025 | 31-Aug-99 | Registered | 25 | Athletic footwear |
| QUIKTRAC & Design | 75/759,057 | 23-Jul-99 | | | Published | 25 | Athletic shoes |
| RACQUETBALLER | 73/439,878 | 18-Aug-83 | 1,369,203 | 05-Nov-85 | Registered | 28 | racquetball gloves and bags for carrying racquetball equipment |
| REACT | 75/749,231 | 14-Jul-99 | | | Pending | 28 | Stringed sports racquets |
| RIPSTICK | 75/229,498 | 23-Jan-97 | 2,168,555 | 23-Jun-98 | Registered | 28 | Sports racquets, namely, racquetball, tennis, squash and badminton racquets |

| Trademark | Application Number | Filing Date | Registration Number | Registration Date | Status | Classes | Goods |
|-----------------------|--------------------|------------------------|---------------------|-------------------|-----------------------|---------|--|
| ROTO SHIELD SCREAM | 75/387,821 | 10-Nov-97 21-Apr-00 | 2,267,723 | 03-Aug-99 | Registered Pending | 9 28 | Athletic eyeguards Stringed sports racquets |
| SHOCK ERASER | 75/329,450 | 23-Jul-97 | 2,222,048 | 02-Feb-99 | Registered | 28 | Vibration dampener in the nature of a pneumatic shock absorber inserted into the shafts of golf clubs |
| SHOCK ERASER | 75/452,780 | 19-Mar-98 | 2,265,755 | 27-Jul-99 | Registered | 28 | Vibration dampener for use with sports racquets |
| SHOCK ERASER | 75/759,056 | 23-Jul-99 | | | Published | 25 | Athletic shoes |
| STROBE | 75/751,053 | 14-Jul-99 | | | Pending | 28 | Stringed sports racquets |
| SYNERGY | 75/392,707 | 19-Nov-97 | 2,207,245 | 01-Dec-98 | Registered | 28 | tennis racquets |
| THUNDER | 75/020,824 | 16-Nov-95 | 2,102,614 | 07-Oct-97 | Registered | 28 | Sports racquets, namely tennis, tennis, squash, racquetball and badminton racquets |
| THUNDERBOLT | 75/158,211 | 27-Aug-96 | | | Pending | 28 | sports racquets, namely, tennis, squash, racquetball and badminton racquets |
| THUNDERSTICK | 75/060,653 | 21-Feb-96 | 2,177,194 | 28-Jul-98 | Registered | 28 | Golf clubs |
| TOPSPIN | 790332 | 31-Mar-89 | 1,581,712 | 06-Feb-90 | Registered | 28 | tennis racket string |
| TRIPLE THREAT | 75/731,554 | 16-Jun-99 | | | Published | 28 | Stringed sports racquets |
| VENDETTA | 75/874,918 | 17-Dec-99 | | | Pending | 28 | Sports racquets |
| VISION GRIP | 74/637,273 | 22-Feb-95 | 2,003,677 | 24-Sep-96 | Registered | 28 | Grips for sports racquets |
| WALLBANGER | 75/052,583 | 02-Feb-96 | 2,090,003 | 19-Aug-97 | Registered | 28 | Sports racquets for squash and racquetball |
| WALLBANGER | 75/430,112 | 06-Feb-98 | 2,254,490 | 15-Jun-99 | Registered | 28 | Racquetball gloves |
| WALLBEATER | 75/052,579 | 02-Feb-96 | 2,070,826 | 10-Jun-97 | Registered | 28 | Bumper strips on squash and racquetball racquets for absorbing shock when the racquet frame contacts the ground or other solid surface; and for sports racquets for squash and racquetball |
| WHISPER | 74/614,921 | 23-Dec-94 | 2,091,680 | 26-Aug-97 | Registered | 28 | Sports racquets for tennis, squash, racquetball and badminton movement reduction device |
| ZEROVIBE | 016567 | 05-Jan-90 | 1,656,894 | 10-Sep-91 | Registered | 28 | interlaced among racquet strings |

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FROM SUGHRUE MION WASHINGTON DC

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FILED

DEC 28 1999

CERTIFICATE OF MERGER

State Treasurer

OF

717926000

PRINCE SPORTS GROUP, INC.

(a New Jersey corporation)

INTO

0100802458

BENETTON SPORTSYSTEM COMMUNICATION, INC.

(a New York corporation)

To the Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Prince Sports Group, Inc. ("PSG"), which is a business corporation organized under the laws of the State of New Jersey; and Benetton Sportssystem Communication, Inc. ("BSC"), which is a business corporation organized under the laws of the State of New York. PSG and BSC shall be the merged corporations and BSC shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging PSG with and into BSC as approved by the Board of Directors of each of said corporations on December 20, 1999.

3. The Plan and Agreement of Merger was approved by the sole shareholder of PSG on December 20, 1999. No vote of the shareholders of BSC was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act.

4. PSG has 100 shares of common stock issued and outstanding, all of which are owned by Benetton Sportssystem USA Inc., a New York corporation. BSC has 80 shares of common stock issued and outstanding, all of which are owned by PSG.

5. BSC will continue its existence as the surviving corporation under its present name and will transact business as a foreign corporation in the State of New Jersey pursuant to the provisions of the New Jersey Business Corporation Act

6. The effective date of the merger shall be December 31, 1999, and the effective time of the merger shall be 11:59:00 p.m.

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7 BSC, as surviving corporation, does hereby agree: (i) that BSC may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of PSG or BSC, and in any proceeding for the enforcement of the rights of a dissenting shareholder of PSG or BSC against the surviving corporation; (ii) BSC shall promptly pay to the dissenting shareholders of PSG, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders; and (iii) BSC irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding, and the post office address set forth below, to which the Secretary of State shall mail a copy of the process in such proceeding:

Benetton Sportssystem USA Inc.
One Sportssystem Plaza
Bordentown, New Jersey 08505
Attn: General Counsel

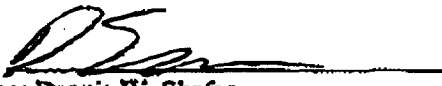
8. The applicable provisions of the laws of New York will have been complied with upon compliance with filing and recording requirements.

IN WITNESS WHEREOF, the undersigned corporations have executed this certificate as of the 21st day of December, 1999.

PRINCE SPORTS GROUP, INC.

By: 
Name: Dennis W. Shafer
Title: President and Chief Executive Officer

BENETTON SPORTSYSTEM
COMMUNICATION INC.

By: 
Name: Dennis W. Shafer
Title: President and Chief Executive Officer

PLAN AND AGREEMENT OF MERGER

OF

PRINCE SPORTS GROUP, INC.
(a New Jersey corporation)

INTO

BENETTON SPORTSYSTEM COMMUNICATION, INC.
(a New York corporation)

AND

BENETTON SPORTSYSTEM COMMUNICATION, INC.
(a New York corporation)

INTO

NORDICA USA INC.
(a Delaware corporation)

AND

NORDICA USA INC.
(a Delaware corporation)

INTO

BENETTON SPORTSYSTEM ACTIVE NORTH AMERICA, INC.
(a New Jersey corporation)

PLAN AND AGREEMENT OF MERGER entered into on December 20, 1999, by and among Benetton Sportssystem Active North America, Inc. ("BSS Active"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; Benetton Sportssystem Communication, Inc. ("BSC"), a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date; Prince Sports Group, Inc. ("PSG"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; and Nordica USA Inc. ("Nordica"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Benetton Sportsystem USA Inc. ("BSS USA"), the parent corporation of PSG, and the ultimate parent corporation of Nordica, BSC and BSS Active, has determined that important business reasons favor adopting a reorganization plan for PSG, Nordica, BSC and BSS Active, which reorganization plan focuses on the integration of several functions, such as administration, finance, legal and managerial control, among others, by reducing the number of United States subsidiary corporations, for purpose of maximizing the efficiency of these functions and minimizing duplication of expenses; and

WHEREAS, to accomplish such reorganization, it is proposed that BSS USA, PSG, Nordica, BSC and BSS Active adopt this Plan and Agreement of Merger among PSG, Nordica, BSC and BSS Active, as described more particularly below; and

WHEREAS, PSG is a business corporation of the State of New Jersey with its registered office therein located at One Sportsystem Plaza, Bordentown, County of Burlington, New Jersey 08505; and

WHEREAS, PSG was originally formed under the name Prince Manufacturing, Inc.; and

WHEREAS, the total number of shares of stock which PSG has the authority to issue is 1,000, of which 100 are outstanding and all of which are of one class and without par value; and

WHEREAS, BSS Active is a business corporation of the State of New Jersey with its registered office therein located at One Sportsystem Plaza, Bordentown, County of Burlington, New Jersey 08505; and

WHEREAS, BSS Active was originally formed under the name N & Co. North America, Inc.; and

WHEREAS, the total number of shares of stock which BSS Active has the authority to issue is 100,000, all of which are of one class and without par value; and

WHEREAS, BSC is a business corporation of the State of New York with its registered office therein located at 575 Madison Avenue, New York, County of New York, New York 10022; and

WHEREAS, BSC was originally formed under the name International Pro Sports Enterprises, Inc.; and

WHEREAS, the total number of shares of stock, which BSC has authority to issue is 200, of which 80 are outstanding and all of which are of one class and without par value; and

WHEREAS, Nordica is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801; and

WHEREAS, the total number of shares of stock which Nordica has authority to issue is 15,000, of which 10,000 are outstanding and all of which are of one class and \$.01 par value; and

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the New Jersey Business Corporation Act permits the merger of a business corporation of the State of New Jersey with and into the business corporation of another jurisdiction; and

WHEREAS, the Business Corporation Law of the State of New York permits the merger of a business corporation of the State of New York with and into the business corporation of another jurisdiction; and

WHEREAS, to the extent applicable to the Merger, pursuant to Section 905 of the New York Business Corporation Law, the surviving corporation shall provide for the pro rata issuance of shares of the surviving corporation to the sole shareholder of the parent corporation on surrender of any certificates therefore; and

WHEREAS, PSG and BSC and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge PSG with and into BSC pursuant to the provisions of the New Jersey Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the State of New York upon the terms and conditions hereinafter set forth; and

WHEREAS, BSC and Nordica and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge BSC with and into Nordica pursuant to the provisions of the Business Corporation Law of the State of New York and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

WHEREAS, Nordica and BSS Active and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Nordica with and into BSS Active pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant

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to the provisions of the New Jersey Business Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the agreement of all of the parties hereto, being thereunto duly entered into by BSS Active, BSC, PSG and Nordica and approved by a resolution adopted by their respective Boards of Directors and sole stockholders, this Plan and Agreement of Merger and the terms and conditions hereof and mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. PSG and BSC shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Business Corporation Law of the State of New York, respectively, be merged with and into a single corporation to wit, BSC, which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist as said surviving corporation under the name "Benetton Sportssystem Communication, Inc." (until subsequently merged as hereinafter provided) pursuant to the provisions of the Business Corporation Law of the State of New York. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of PSG and BSC shall cease at said effective time in accordance with the provisions of the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, respectively. The effective time of the PSG - BSC merger shall be 11:59:00 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code.

2. Immediately upon the completion of the merger of PSG into BSC pursuant to paragraph 1 hereof, BSC and Nordica shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the General Corporation Law of the State of Delaware, respectively, be merged with and into a single corporation to wit, Nordica, which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist as said surviving corporation under the name "Nordica USA Inc." (until subsequently merged as hereinafter provided) pursuant to the provisions of the General Corporation Law of the State of Delaware. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of BSC and Nordica shall cease at said effective time in accordance with the provisions of the Business Corporation Law of the State of New York and the General Corporation Law of the State of Delaware, respectively. The effective time of the BSC - Nordica merger shall be 11:59:30 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Section 368(a)(1)(D).

3. Immediately upon the completion of the merger of BSC into Nordica, pursuant to paragraph 2 hereof, Nordica and BSS Active shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the New Jersey Business Corporation Act, respectively, be merged with and into a single corporation to wit, BSS Active (the "Final Merger") which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Final Surviving Corporation."

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and which shall continue to exist as the surviving corporation under the name "Benetton Sportsystem USA Inc." pursuant to the provisions of the New Jersey Business Corporation Act. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of Nordica and BSS Active (which, in addition to PSG and BSC, are sometimes hereinafter referred to as the "terminating corporations)," shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act, respectively. The effective time of the Final Merger shall be 11:59:59 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code.

4. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Final Surviving Corporation as the same shall be in force and effect at the effective time in the State of New Jersey of the Final Merger and said Certificate of Incorporation (as therein amended and changed) shall continue to be the Certificate of Incorporation of the Final Surviving Corporation until thereafter amended and changed pursuant to the provisions of the New Jersey Business Corporation Act.

5. The present By-Laws of the Final Surviving Corporation shall be the By-Laws of the Final Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

6. The directors and officers in office of the Final Surviving Corporation at the effective time of the Final Merger shall be members of the Board of Directors and the officers of the Final Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Final Surviving Corporation.

7. Each issued share of the terminating corporations shall, at the effective time of the Final Merger, be cancelled. No shares of the Final Surviving Corporation's common stock shall be issued to the stockholders of the terminating corporations.

8. The Final Surviving Corporation hereby agrees that it may be served with process in the State of Delaware and in the State of New York in any proceeding for enforcement of any obligation of any of the terminating corporations, as well as for enforcement of any obligation of the Final Surviving Corporation arising from the mergers herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporations as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware or Section 907 of the Business Corporation Law of the State of New York; does hereby irrevocably appoint the Secretary of State of the State of Delaware and the Secretary of State of the State of New York as its agent to accept service of process in any such suit or other proceedings; and does hereby

specify the following address without the State of Delaware or the State of New York to which a copy of such process shall be mailed, respectively, by the Secretary of State of the State of Delaware or the Secretary of State of the State of New York:

Benetton Sportssystem USA Inc
One Sportssystem Plaza
Bordentown, New Jersey 08505
Attention: General Counsel

9. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporations in accordance with the provisions of the General Corporation Law of the State of Delaware, the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, and upon behalf of the Final Surviving Corporation in accordance with the provisions of the New Jersey Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, by the laws of the State of New York and by the laws of the State of New Jersey, respectively, and that they will cause to be performed all necessary acts within the State of Delaware, the State of New York and the State of New Jersey and elsewhere to effectuate the mergers herein provided for.

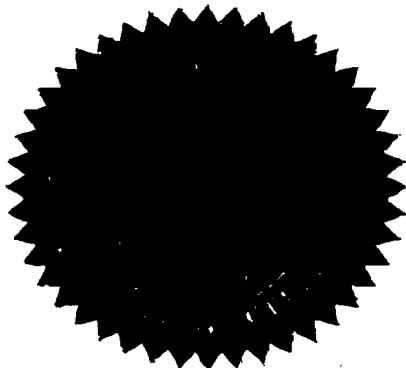
10. The Board of Directors and officers of the terminating corporations and of the Final Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan and Agreement of Merger or of the merger herein provided for.

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)**

BENETTON SPORTSYSTEM COMMUNICATION, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of June, 2000*



Roland M Machold

*Roland M Machold
Treasurer*