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OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner

ed original documents or copy thereof.

1. Name of conveying party(ies):

FCF Acquisition Corp.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State WI
☐ Other _____

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

2. Name and address of receiving party(ies)

Name: Kolpin Outdoors, Inc.

Internal

Address: _____

Street Address: 205 Depot Street, P.O. Box 107

City: Fox Lake State: WI Zip: 53933

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State WI
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other _____

Execution Date: _____

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE A

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE A

Additional number(s) attached ☒ Yes ☐ No

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

Name: Brian G. Gilpin; Godfrey & Kahn, S.C.

Internal Address: _____

Street Address: 780 N. Water Street

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41).....\$ 390.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account
 for any deficiencies

8. Deposit account number:

07-1509

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

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.

Brian G. Gilpin

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 10

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

12/06/2001 TDI A21 00000056 1232896

01 FC:481
02 FC:48240.00 OP
350.00 OPTRADEMARK
REEL: 002404 FRAME: 0055

SCHEDULE A

TRADEMARK REGISTRATIONS

MARK	REG. NO.
Kolpin Modular Broadhead	1,232,896
Kolpin Twister Broadhead	1,512,879
Potector	1,207,906

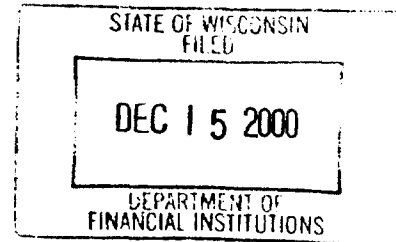
TRADEMARK APPLICATIONS

MARK	SERIAL NO.
Gun Boot Skin	76/163,889
Rhino Rib	76/164,116
Saw Press	76/164,249
Tool Press	76/164,055
Soft Armor Gun Boot	76/164,432
Shotector	76/164,433
Scopetector	76/163,888
Space Case	76/164,434
Pistoltector	76/164,309
Bowtector	76/164310
Sealtector	76/164,311
Hot Seat	75/827,982

MW561642_1.DOC

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FCF ACQUISITION CORP.

RECORDED
DEC 14 2000
WISCONSIN
DFI



The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of the Wisconsin Business Corporation Law (Chapter 180 of the Wisconsin Statutes), supersede and take the place of the heretofore existing Articles of Incorporation of the Corporation.

ARTICLE I

The name of the corporation is Kolpin Outdoors, Inc. (the "Corporation").

ARTICLE II

The period of existence of the Corporation shall be perpetual.

ARTICLE III

The Corporation is authorized to engage in any lawful activity for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE IV

4.1 General.

4.1.1 Number. The aggregate number of shares of stock which the Corporation shall have authority to issue is two hundred seventy-three thousand one hundred fifty-seven and 44/100 (273,157.44) itemized by classes as follows:

- (a) One hundred twenty-eight thousand six hundred fourteen and 44/100 (128,614.44) shares of Voting Common Stock, One Cent (\$.01) par value per share (the "Common Stock");
- (b) Thirty-one thousand six hundred seventeen (31,617) shares of Non-Voting Common Stock, One Cent (\$.01) par value per share (the "Non-Voting Common Stock"); and
- (c) One hundred twelve thousand nine hundred twenty-six (112,926) shares of Voting Preferred Stock, One Cent (\$.01) par value per share (the "Preferred Stock").

For purposes hereof, the Voting Common Stock and the Non-Voting Common Stock are referred to collectively as the "Common Stock."

4.1.2 Other Provisions. The respective designations, powers, preferences, rights, qualifications, limitations and restrictions of the stock which the Corporation is authorized to issue are as set forth in this Article IV.

4.2 Common Stock.

4.2.1 General. The designations, powers, preferences, rights, qualifications, limitations and restrictions of the Common Stock shall be as set forth in this Section 4.2. The voting, dividend and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock. Fractional shares of Common Stock may be issued. Except with respect to voting, the rights of holders of Voting Common Stock and Non-Voting Common Stock shall be identical.

4.2.2 Voting Rights. Each holder of Voting Common Stock shall be entitled to one (1) vote for each share of Voting Common Stock held by such holder at all meetings of shareholders of the Corporation (and in connection with all written consent actions in lieu of meetings). The holders of Voting Common Stock shall vote with the holders of Preferred Stock as a single class and voting group. There shall be no cumulative voting. The holders of Non-Voting Common Stock shall not be entitled to vote on any matter, except as may be required by law.

4.2.3 Dividends. The holders of Common Stock shall only be entitled to receive such dividends as the Board of Directors of the Corporation may declare from time to time from funds legally available therefor and subject to the preferential dividend rights of the Preferred Stock. Any dividend paid or set aside for payment to the holders of Common Stock shall be paid to the holders of Common Stock pro rata in accordance with the number of shares of Common Stock held by each such holder.

4.2.4 Dissolution. Upon Dissolution (as defined in Section 4.3.5(a), below), of the Corporation, the holders of the Common Stock and the Preferred Stock will be entitled to receive out of the assets of the Corporation available for distribution such amounts as are described in Section 4.3.5 of these Amended and Restated Articles of Incorporation, subject to the preferential liquidation rights of the Preferred Stock.

4.2.5 Redemption. The shares of Common Stock may only be redeemed from funds legally available therefor and only with the written consent of, and upon such terms and conditions as may be agreed to by, the Corporation and the holder of Common Stock to be redeemed.

4.2.6 Conversion. The shares of Common Stock shall not be convertible into shares of the Preferred Stock or into shares of any other class or series of capital stock of the Corporation.

4.3 Preferred Stock.

4.3.1 General. The designations, powers, preferences, rights, qualifications, limitations and restrictions of the Preferred Stock shall be as set forth in this Section 4.3. Fractional shares of Preferred Stock may be issued.

4.3.2 Face Value. As used in this Section 4.3, the term "Face Value" shall mean one hundred twenty-two and 457,212/1,000,000 Dollars (\$122.457212) for each share of the Preferred Stock, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares.

4.3.3 Voting Rights. Each holder of Preferred Stock shall be entitled to one (1) vote for each share of Preferred Stock held by such holder at all meetings of shareholders of the Corporation (and in connection with all written consent actions in lieu of meetings). The holders of Preferred Stock shall vote with the holders of Common Stock as a single class and voting group. There shall be no cumulative voting.

4.3.4 Dividends.

(a) Rate. Before any dividends shall be paid or set apart for payment upon the Common Stock, the holders of shares of the Preferred Stock shall be entitled to receive cumulative dividends at an annual rate per share equal to the greater of: (i) 6.5% of the Face Value; or (ii) the dividend rate for any dividends declared or paid on the Common Stock during any year.

(b) Accrual; Cumulative; Payment Dates. All dividends on each share of the Preferred Stock shall accrue from the date of issuance thereof and shall be payable in cash, or, if required by the Corporation's senior lender, in shares of Preferred Stock (including fractional shares). The holders of Preferred Stock shall be entitled to receive preferential dividends pursuant to this Section 4.3.4 when and as declared by the Board of Directors of the Corporation from funds legally available therefor. All dividends on the Preferred Stock shall be payable quarterly on the last days of March, June, September, and December in each year, commencing on March 31, 2001; provided, that if the Corporation shall not pay any quarterly dividend or any part thereof on the Preferred Stock when due, the unpaid portion of such dividend shall accrue interest at an annual rate of 6.5%, which shall be due and payable when the unpaid portion of such dividend is paid. Any interest payment due under the terms of the immediately preceding sentence shall be deemed an accrued but unpaid dividend for all purposes hereof. All dividends on the Preferred Stock shall be cumulative so that if the Corporation shall not declare or pay any quarterly dividends, or any part thereof, on the Preferred Stock then issued and outstanding, such deficiency in the dividend on the Preferred Stock shall thereafter be fully paid before any dividend shall be paid or set apart for payment on the Common Stock.

4.3.5 Dissolution.

(a) Definition. As used herein, the term "Dissolution" shall mean and include: (i) any voluntary or involuntary liquidation, dissolution or winding up of the

Corporation; (ii) any sale, lease or other disposition of all or substantially all of the assets of the Corporation whether in one transaction or a series of related transactions followed by a distribution to the shareholders of the Corporation of the proceeds of the transaction; or (iii) any merger or consolidation to which the Corporation is a party, whether accomplished in one transaction or a series of related transactions, unless the Corporation is the de facto surviving entity.

(b) Preference for Preferred Stock. In the event of any Dissolution of the Corporation, the holders of shares of Preferred Stock shall be entitled to receive out of the assets of the Corporation before and in preference to any payments of such assets to the holders of the Common Stock an amount equal to the Face Value for each share of the Preferred Stock held, along with any accrued but unpaid dividends thereon. If, upon a Dissolution of the Corporation, the assets distributed to the holders of the Preferred Stock shall be insufficient to pay the holders of the Preferred Stock then outstanding the full preferential amount to which they would be entitled pursuant to the immediately preceding sentence, then the holder of each share of the Preferred Stock shall share ratably in such assets in proportion to the amounts which would be payable with respect to the outstanding Preferred Stock if all amounts payable thereon were paid in full.

(c) Other Amounts. After the distributions have been made as described in Section 4.3.5(b) hereof, the remaining assets of the Corporation will be distributed pari passu as follows: (i) the holders of Common Stock will receive an amount per share equal to (A) the remaining assets of the Corporation plus the amount distributed to holders of Preferred Stock under Section 4.3.5(b), above, divided by (B) the total number of shares of Common Stock calculated on an as if converted basis (i.e., assuming all shares of Preferred Stock are converted into Common Stock immediately prior to the Dissolution) and (ii) the holders of Preferred Stock shall receive an amount per share equal to the amount calculated in clause (i), above, minus the amount per share distributed under Section 4.3.5(b), above.

4.3.6 Redemption. The shares of Preferred Stock may only be redeemed from funds legally available therefor with the written consent of, and upon terms and conditions agreed to, by the Corporation and the holder of the Preferred Stock to be redeemed. Any shares of Preferred Stock redeemed pursuant to this Section 4.3.6 or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Preferred Stock.

4.3.7 Conversion.

(a) Preferred Stock. The shares of Preferred Stock shall, at the irrevocable option of the holders of a majority of the issued and outstanding shares of Preferred Stock, be convertible into shares of Voting Common Stock at any time after issuance at the option of the holder. Upon exercise of such option, the holder shall receive one (1) share of Voting Common Stock for every one (1) share of Preferred Stock held and so converted; provided, however, that the number of shares of Voting Common Stock into which each share of Preferred Stock may be converted shall be appropriately adjusted

into a fewer or greater number of shares if the Corporation combines (by reverse stock split, recapitalization or otherwise) or subdivides (by stock split, stock dividend, recapitalization or otherwise) its outstanding Common Stock

(b) Automatic Conversion. At the closing of a "Qualified Offering" (as defined below) each share of Preferred Stock shall automatically convert to Common Stock at the rate set forth in Section 4.3.7(a) hereof, and all accrued and unpaid dividends on the Preferred Stock shall be paid. For purposes hereof, a "Qualified Offering" shall mean an initial offering of shares of the Corporation to the public pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$20,000,000 of gross proceeds to the Corporation, which is underwritten by one or more nationally recognized or regionally recognized underwriters following which the Corporation's shares shall be listed or quoted on a national securities exchange or national market system.

(c) Conversion Procedure. Before any holder of shares of Preferred Stock shall be entitled to convert the same into shares of Common Stock or in the event an automatic conversion occurs pursuant to Section 4.3.7(b), above, such holder shall surrender the certificate or certificates for such Preferred Stock, duly endorsed, at the office of the Corporation and shall notify the Corporation of the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of Common Stock on such date. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of Preferred Stock; and if, at any time, the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Preferred Stock, the Corporation will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes. Any shares of Preferred Stock converted pursuant to this Section 4.3.7 shall be canceled and shall not under any circumstances be reissued. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Preferred Stock.

(d) Unpaid Dividends. To the extent that there shall be any accrued but unpaid dividends at the time of a conversion, the aggregate amount of such unpaid dividends shall remain an obligation of the Corporation, which shall accrue interest at a compounded annual rate of 6.5% until paid and the Corporation shall take such action as

is reasonably requested by the holders of Preferred Stock being converted to evidence such obligation.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable on securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or securities of the Corporation other than Common Stock, then, in each such case for the purpose of this Section 4.3.7, the holders of Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time, or from time to time, there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4.3.7), a provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.3.7 with respect to the rights of the holders of the Preferred Stock after the recapitalization to the end that the provisions of this Section 4.3.7 (including adjustment of the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event and be as nearly equivalent as practical.

(g) Impairment. The conversion provisions hereof shall be construed and applied in a manner so as to fully effectuate the intent of this Section 4.3.7. The Corporation shall not in any manner, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all of the provisions of this Section 4.3.7 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Preferred Stock against impairment.

4.3.8 Preemptive Rights. The holders of shares of Preferred Stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized), have the right to subscribe to and purchase such shares in proportion to the respective numbers of shares of Common Stock into which their Preferred Stock is at the time convertible.

4.3.9 Put Option. Notwithstanding any provision of these Articles of Incorporation to the contrary, at any time after December 15, 2005, the holders of the Preferred Stock shall have the right, after providing written notice to the Company, to require the Company to redeem all or any part of the Preferred Stock or Non-Voting Common Stock (the "Put Option") of such holders at a price equal to the Residual Value per share (as defined and determined in accordance with

the provisions of that certain Investment Agreement by and among the Company, Facilitator Capital Fund, L.P. and Patrick K. Gantert) dated as of December 15, 2000, as the same may be supplemented, amended and modified from time to time. Such Residual Value shall be payable in cash at the closing of such purchase.

ARTICLE V

The registered office of the Corporation is located at 780 North Water Street, in the City of Milwaukee, Milwaukee County, Wisconsin 53202, and the name of its registered agent at such address is Kelley Kimmel Falkner.

ARTICLE VI

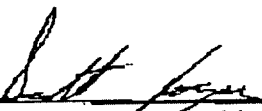
The number of directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, but in no case shall such number be less than one (1).

CERTIFICATION

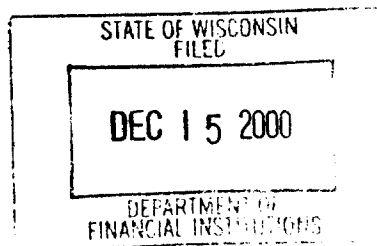
The undersigned sole director of FCF Acquisition Corp., a Wisconsin corporation, having its registered office in Milwaukee County, Wisconsin, hereby certifies that in accordance with Wisconsin Statute Sections 180.1005 and 180.1007 that on December 14, 2000 the foregoing Amended and Restated Articles of Incorporation of the Corporation were duly adopted by written consent of the sole member of the Board of Directors of the Corporation prior to the issuance of shares of stock of the Corporation.

Executed in duplicate this 14th day of December, 2000.

FCF ACQUISITION CORP.

By: 
Scott Roeper, President

This document was drafted by:
Kelley Kimmel Falkner
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202



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