

12-07-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

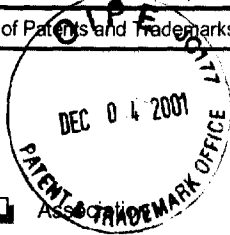
1. Name of conveying party(ies):

Gen-X Holdings Inc.

- Individual(s)
- General Partnership
- Corporation-State of Washington
- Other

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

12.4.01



2. Name and address of receiving party(ies)

Name: Gen-X Sports Inc.

Internal

Address:

Street Address: 36 Dufflaw Road
Toronto, Ontario, Canada M6A 2W1
City: State: Zip:

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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: February 9, 2001

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

A. Trademark Application No.(s)

75/193,757 76/088,963
75/193,758 76/297,939
75/371,181

B. Trademark Registration No.(s)

2,228,123
2,361,611

Additional number(s) attached Yes No

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

Name: Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
Internal Address: Susan Neuberger Weller

Street Address: 11911 Freedom Drive
Suite 400

City: Reston State: VA Zip: 20190

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0311

(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.

Susan Neuberger Weller
Name of Person Signing

Susan Neuberger Weller
Signature

December 4, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

12/06/2001 LMUELLER 00000086 75193757

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

01 FC:481
02 FC:482
40.00 OP
150.00 OP

TRADEMARK
REEL: 002404 FRAME: 0068

09/25/01 10:47 GENX COLLINS → 416 862 7661
FROM: HARRISON RUSS

NO. 906 P04

T-107 P 03/05 F-517

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GEN-X HOLDINGS INC.", A WASHINGTON CORPORATION,

WITH AND INTO "GEN-X SPORTS INC." UNDER THE NAME OF "GEN-X SPORTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF FEBRUARY, A.D. 2001, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0965047

DATE: 02-09-01

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02-14-01 11:04 TO: HODGSON RUSS

FROM: +

P02

09/25/01 10:47 GENX COLLINS -> 416 862 7661
P86-14-07 08:37am From: HODGSON RUSS

NO. 906 005

T-175 P. 06/07 F-505

ARTICLES OF MERGER
of
GEN-X HOLDINGS INC.
(a Washington corporation)
into
GEN-X SPORTS INC.
(a Delaware corporation)

FILED
STATE OF WASHINGTON
FEB 09 2001
SECRETARY OF STATE

(Pursuant to Section 23.B.1).050 of the
Business Corporation Act of the State of Washington)

GEN-X SPORTS INC. hereby certifies that:

FIRST. The name of the subsidiary corporation to be merged is Gen-X Holdings Inc., a Washington corporation ("Holdings"). The name of the surviving parent corporation is Gen-X Sports Inc., a Delaware corporation ("Gen-X").

SECOND: The Plan of Merger merging Holdings with and into Gen-X is as follows:

1. The terms and conditions of the proposed merger are as follows:

(a) The manner and basis of converting the shares of Holdings into shares of Gen-X are as follows: without the surrender of share certificates or any other action, each common and preferred share of Holdings issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be cancelled.

(b) The directors and officers of Gen-X on the effective date of the merger shall continue to be the directors and officers of Gen-X.

02-14-01 09:03 TO: HODGSON RUSS

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(c) The by-laws of Gen-X on the effective date of the merger shall continue to be the by-laws of Gen-X.

2. The effect of the merger shall be the effect described in Section 253 of the General Corporation Law of the State of Delaware and Section 23B.11.060 of the Business Corporation Act of the State of Washington.

3. Within ten (10) days after the Board of Directors of Gen-X unanimously consent to the proposed merger, a copy of the Agreement and Plan of Merger shall be delivered to the principal office of Gen-X.

4. The merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Washington and of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

THIRD: Pursuant to the provisions of Section 23B.11.040 of the Business Corporation Act of the State of Washington, shareholder approval for the merger is not required.



Kenneth J. Finkelstein,
Chairman / Sec

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02-14-01 09:33 TO:HODGSON RUSSELL

FROM: +

P07