

FORM PTO 1594  
(Rev. 6-93)

11-25-2002

BET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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



11-20-02

To the Honorable

102292825

the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Burger Bros., Inc.

- Individual(s)
- General Partnership
- Corporation - Minnesota
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: BB Sports, Inc.  
Street Address: 4567 West 80<sup>th</sup> Street  
City: Bloomington State: MN ZIP: 55437

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Minnesota
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 12, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 1,309,488

Additional numbers attached?  Yes  No

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

Name: Travis L. Bachman

Internal Address: Dorsey & Whitney LLP

Street Address: Suite 1500, 50 South Sixth Street

City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:  
04-1420

(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.

Travis L. Bachman  
Name of person Signing

Signature

November 15, 2002  
Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

11/22/2002 TDIAZI 00000237 1309488  
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BOX ASSIGNMENT  
Director - U.S. Patent and Trademark Office  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: BB SPORTS, INC.

MN: BURGER BROS., INC.

State of Formation and Name of Surviving Entity:

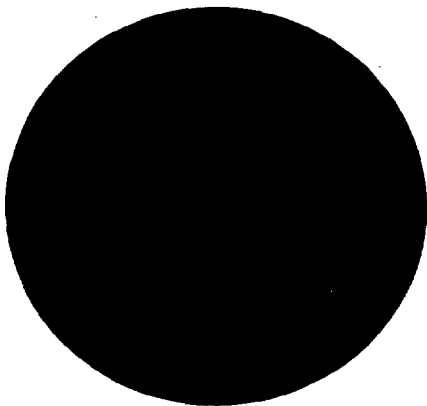
MN: BB SPORTS, INC.

Effective Date of Merger: July 12, 1995

Name of Surviving Entity After Effective Date of Merger:

BB SPORTS, INC.

This certificate has been issued on: July 12, 1995



Joan Anderson Grove  
Secretary of State.

U.C.  
8R-599

**ARTICLES AND PLAN OF MERGER  
(Parent/Subsidiary Merger  
Pursuant to MBCA Section 302A.621)**

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of BB Sports, Inc., a Minnesota corporation (hereinafter referred to as the "Surviving Corporation"), which is the owner of all of the outstanding capital stock of Burger Bros., Inc., a Minnesota corporation (hereinafter referred to as the "Subsidiary Corporation"), hereby executes and files these Articles of Merger:

**FIRST:** The Plan of Merger, in the form of resolutions duly adopted by unanimous written action of the Board of Directors of the Surviving Corporation, effective July 12 1995, is attached hereto as Exhibit A.

**SECOND:** The number of outstanding shares of each class and series of the Subsidiary Corporation and the number of shares of each class and series owned by the Surviving Corporation are as follows:

<u>Designation of Class &amp; Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned By Surviving Corporation</u>
Common Stock \$10.00 par value	2,000	2,000

**THIRD:** Because all of the outstanding shares of the Subsidiary Corporation are owned by the Surviving Corporation, a copy of the Plan of Merger was not required to be mailed to any shareholder of the Subsidiary Corporation.

**FOURTH:** The Plan of Merger has been duly approved by the Surviving Corporation under Minnesota Statutes Section 302A.621.

**FIFTH:** The merger shall be effective on the date of the filing of these Articles and Plan of Merger with the Secretary of State of the State of Minnesota in the manner required by law.

Dated July 12, 1995.

BB SPORTS, INC.

By: B. A. Erick  
Its: President and CEO

MI:0035895.01

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## EXHIBIT A

## BB SPORTS, INC.

**WRITTEN ACTION  
IN LIEU OF MEETING BY DIRECTORS  
(Merger)**

The undersigned, being all of the directors of BB Sports, Inc., a Minnesota corporation (the "Corporation"), subject to Chapter 302A of the Minnesota Statutes, do hereby adopt in writing the following resolutions:

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Burger Bros., Inc., a Minnesota corporation ("Subsidiary"), consisting of 2,000 shares of Common Stock, par value \$10.00 per share; and

WHEREAS, the Corporation desires to effect the merger of Burger Bros., Inc. with and into the Corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that Burger Bros., Inc. be merged with and into the Corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act, in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).


RESOLVED FURTHER, that at the effective time of the merger, all of the outstanding shares of common stock of the Subsidiary shall be canceled, and no securities of the Corporation or any other corporation, or any money or other property, shall be issued to the Corporation in exchange therefor.

RESOLVED FURTHER, that the merger shall be effective the date of filing of articles of merger with the Secretary of State of the State of Minnesota in the manner required by law.

RESOLVED FURTHER, that any officer of the Corporation be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Corporation, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretary of State of the State of Minnesota in the manner required by law.

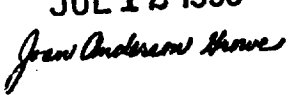
RESOLVED FURTHER, that the officers of the Corporation, and each of them, be and they hereby are authorized, for and on behalf of the Corporation, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

The action contained herein shall be effective as of the 12<sup>th</sup> day of July, 1995.

  
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Brian A. Erickson

  
\_\_\_\_\_  
C. Eric Pihl

M1:0035913.01

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JUL 12 1995  
  
Secretary of State