

01-29-2003



RECORD/
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OFFICE OF PUBLIC RECORDS
2002 JAN 13 PM 3:51
FINANCE SECTION

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

1. Name of conveying party(ies):
Robinson Laboratories, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies):
Name: Robinson Outdoors, Inc.

Internal Address:
Street Address: 110 North Park Drive
City: Cannon Falls State: MN ZIP: 55009

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
(Designation must be a separate document from
Assignment)

Execution Date: December 30, 2002 Yes No

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

A. Trademark Application No.(s)
78/117,569
78/117,571
78/127,738

B. Trademark Registration No.(s)
2,342,179
2,619,482
2,436,922
2,015,866

Additional numbers attached? Yes No

01/28/2003 DBYRME 00000042 78117569

01 FC:0521 40.00 00
02 FC:0522 150.00 00

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

Name: Michael A. Bondi
Internal Address: 4800 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2100
Street Address: 4800 IDS Center
80 South Eighth Street
City: Minneapolis State: MN 55402-2100

6. Total number of applications and registrations
involved: 7

7. Total fee (37 CFR 3.41): \$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 16-0631
(Attached duplicate copy of this page if
paying by deposit account)

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.

Name of Person Signing:

Michael Bondi
Michael A. Bondi

01/03/03
Date

Total number of pages comprising cover sheet: 02

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

Do not detach this portion

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

**Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513**

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 DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

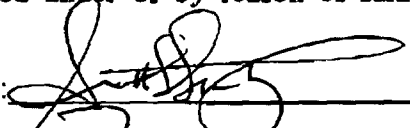
In its Written Action of Board of Directors in Lieu of a Meeting to Amend Articles, Robinson Laboratories, Inc. (the "Company") duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the Company is Robinson Outdoors, Inc. (the "Company")."

Thereafter, pursuant to resolution of its Board of Directors, said amendment was duly adopted in accordance with the applicable provisions of the General Corporation Laws of the State of Delaware.

That the capital of said corporation shall not be reduced under or by reason of said amendment.

By: 
Its: PRESIDENT

**WRITTEN CONSENT OF
THE SHAREHOLDERS
OF ROBINSON LABORATORIES, INC.
IN LIEU OF MEETING**

The undersigned, being all of the shareholders of Robinson Laboratories, Inc., a Delaware corporation (the "Company"), in lieu of a meeting of the shareholders of the Company do hereby adopt the following resolution effective as of the 30th day of December, 2002"

RESOLVED, that the Certificate of Incorporation be amended as follows, the amended provision having been underlined:

The undersigned, for the purpose of organizing a corporation to conduct business and promote the purpose hereinafter stated under the provisions of and subject to the requirements of the General Corporation law of the State of Delaware hereby certifies that:

FIRST

The name of the Company is Robinson Outdoors, Inc. (the "Company").

SECOND

The address of the registered office of the Company in the State of Delaware is: 9 East Loockerman Street, Dover, DE 19901, and the name of the registered agent to the Company in the State of Delaware at such address is National Registered Agents, Inc. County of Kent.

THIRD

The business and purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH

The Company shall have the authority to issue a total of Ten Thousand (10,000) shares of Common Stock, par value, \$.01 per share.

FIFTH

The name and address of the incorporator is Mark W. Peery, 109 Bushaway Road, Wayzata, Minnesota 55391.

SIXTH

The Company shall be managed by the Board of Directors, which shall exercise all power under the laws of the State of Delaware, including, without limitation, the power to make, alter, or repeal the Company's Bylaws.

SEVENTH

The number of directors of the Company shall be fixed from time to time by its shareholders and may be increased or decreased as they shall determine.

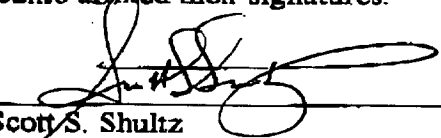
EIGHTH

The Company shall indemnify to the fullest extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil, criminal, or otherwise) by reason of the fact that he is or was a director or officer of the Company, or by reason of the fact that such director or officer, at the request of the Company, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law.

NINTH

No director of the Company shall be personally liable to the Company or its shareholders for monetary damages for any breach of fiduciary duty by such a director as a director. Despite the foregoing sentence, a director shall be liable to the extent provided by applicable law: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit. If the Delaware General Corporation law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. No amendment or repeal of this Article Ninth shall apply to, or have any effect on, the liability or alleged liability of any director of the Company for, or with respect to, any acts of omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures.



Scott S. Shultz



Stephen J. Jeantran

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF ROBINSON LABORATORIES, INC.
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Directors of Robinson Laboratories, Inc., a Delaware corporation (the "Company"), in lieu of a meeting of the Board of Directors of the Company do hereby adopt the following resolution effective as of the 30th day of December, 2002"

RESOLVED, that the Certificate of Incorporation be amended as follows, the amended provision having been underlined:

The undersigned, for the purpose of organizing a corporation to conduct business and promote the purpose hereinafter stated under the provisions of and subject to the requirements of the General Corporation law of the State of Delaware hereby certifies that:

FIRST

The name of the Company is Robinson Outdoors, Inc. (the "Company").

SECOND

The address of the registered office of the Company in the State of Delaware is: 9 East Loockerman Street, Dover, DE 19901, and the name of the registered agent to the Company in the State of Delaware at such address is National Registered Agents, Inc. County of Kent.

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FOURTH

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FIFTH

The name and address of the incorporator is Mark W. Peery, 109 Bushaway Road, Wayzata, Minnesota 55391.

SIXTH

The Company shall be managed by the Board of Directors, which shall exercise all power under the laws of the State of Delaware, including, without limitation, the power to make, alter, or repeal the Company's Bylaws.

SEVENTH

The number of directors of the Company shall be fixed from time to time by its shareholders and may be increased or decreased as they shall determine.

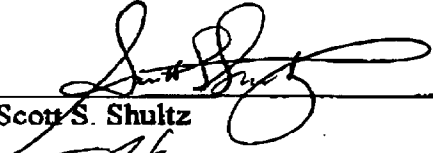
EIGHTH

The Company shall indemnify to the fullest extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil, criminal, or otherwise) by reason of the fact that he is or was a director or officer of the Company, or by reason of the fact that such director or officer, at the request of the Company, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law.


NINTH

No director of the Company shall be personally liable to the Company or its shareholders for monetary damages for any breach of fiduciary duty by such a director as a director. Despite the foregoing sentence, a director shall be liable to the extent provided by applicable law: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit. If the Delaware General Corporation law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. No amendment or repeal of this Article Ninth shall apply to, or have any effect on, the liability or alleged liability of any director of the Company for, or with respect to, any acts of omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures.



Scott S. Shultz



Stephen J. Jeatran