

MODIFIED Form PTO-1594
(Rev. 10/02)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Roller Force, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **DELAWARE**
 Other

2. Name and address of receiving party(ies):
**Benetton Sportsystem USA, Inc.
One Sportsystem Plaza
Bordentown, New Jersey 08505**

Individual(s) Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State **NEW JERSEY**
 Other

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Execution Date: **December 31, 2000**

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

Additional number(s) attached? Yes No

B. Trademark Registration No.(s)
1,500,664 and 2,000,379

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

**SUGHRUE MION, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213**

Attention: **Kevin G. Smith**

6. Total number of applications and registrations involved:
2

7. Total fee (37 CFR 3.41): **\$65.00**

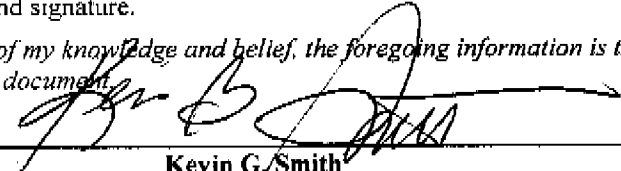
Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to deposit account

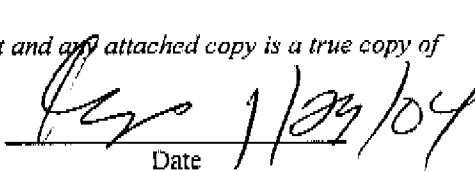
8. Deposit account number:
19-4880
(Attach duplicate copy of this page if paying by deposit account)

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.


Kevin G. Smith


Date

Total number of pages including cover sheet, attachments, and document: **11**

Mail documents to be recorded with required cover sheet information to:
MAIL STOP ASSIGNMENT RECORDATION SERVICES
 Director of the U.S. Patent and Trademark Office
 P.O. Box 1450
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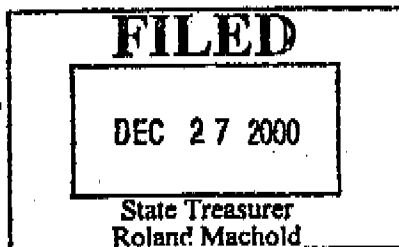
CERTIFICATE OF MERGER

OF

ROLLER FORCE, INC.
(a Delaware corporation)

INTO

BENETTON SPORTSYSTEM USA, INC.
(a New Jersey 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 Roller Force, Inc. ("Roller Force"), which is a business corporation organized under the laws of the State of Delaware; and Benetton Sportsystem USA, Inc. ("BSS USA"), which is a business corporation organized under the laws of the State of New Jersey. Roller Force and BSS USA shall be the merged corporations and BSS USA shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging Roller Force with and into BSS USA as approved by the Board of Directors of each of said corporations as of December 20, 2000. No vote of the shareholders of BSS USA was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act.

3. Roller Force has 1,000 shares of capital stock issued and outstanding, all of which are owned by Benetton Holdings USA, Inc., a New York corporation. BSS USA has 5,000 shares of capital stock issued and outstanding, all of which are owned by Benetton Holdings USA, Inc., a New York corporation.

4. BSS USA will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

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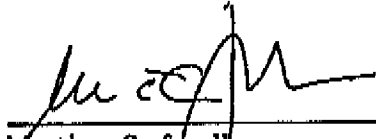
TRADEMARK

5. The effective date of the merger shall be December 31, 2000, and the effective time of the merger shall be 11:59:30 p.m.


6. The applicable provisions of the laws of Delaware 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, 2000.

ROLLER FORCE, INC.

By: 
Name: Massimo Stefanello
Title: Vice President and Chief Operating Officer

BENETTON SPORTSYSTEM USA, INC.

By: 
Name: Massimo Stefanello
Title: Vice President and Chief Operating Officer

PLAN AND AGREEMENT OF MERGER

OF

ROLLERBLADE, INC.
(a Delaware corporation)

INTO

ROLLER FORCE, INC.
(a Delaware corporation)

AND

ROLLER FORCE, INC.
(a Delaware corporation)

INTO

BENETTON SPORTSYSTEM USA INC.
(a New Jersey corporation)

AND

BENETTON HOLDINGS USA, INC.
(a New York corporation)

INTO

BENETTON SPORTSYSTEM USA, INC.
(a New Jersey corporation)

PLAN AND AGREEMENT OF MERGER entered into on December 20, 2000, by and among Benetton Holdings USA, Inc. ("Holdings"), a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date; Benetton Sportssystem USA, Inc. ("BSS USA"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; Rollerblade, Inc. ("Rollerblade"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date; and Roller Force, Inc. ("Roller Force"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Benetton International N.V. ("NV"), the parent corporation of Holdings and the ultimate parent corporation of BSS USA, Rollerblade and Roller Force, has determined that important business reasons favor adopting a reorganization plan for Holdings, BSS USA, Rollerblade and Roller Force, which reorganization plan focuses on the integration of

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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 Holdings, BSS USA, Rollerblade and Roller Force adopt this Plan and Agreement of Merger among Holdings, BSS USA, Rollerblade and Roller Force, as described more particularly below; and

WHEREAS, Rollerblade is a business corporation of the State of Delaware with its registered office therein located at 1290 Orange Street, Wilmington, County of New Castle, Delaware 19801; and

WHEREAS, the total number of shares of stock which Rollerblade has the authority to issue is 600,000, of which 555,630.68 are outstanding and all of which are of one class and \$.01 par value; and

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

WHEREAS, the total number of shares of stock which BSS USA has the authority to issue is 100,000, of which 5,000 are outstanding and all of which are of one class and without par value; and

WHEREAS, Holdings 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, Holdings was originally formed under the name Benetton Cosmetics Corporation; and

WHEREAS, the total number of shares of stock, which Holdings has authority to issue is 200, of which 80 are outstanding and all of which are of one class and \$.01 par value; and

WHEREAS, Roller Force 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, Roller Force was originally formed under the name Sport Services, Inc.; and

WHEREAS, the total number of shares of stock which Roller Force has authority to issue is 1,000, of which 100 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 between two (2) business corporations of the State of Delaware and further 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, Rollerblade and Roller Force 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 Rollerblade with and into Roller Force pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

WHEREAS, Roller Force and BSS USA 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 Roller Force with and into BSS USA pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the New Jersey Business Corporation Act upon the terms and conditions hereinafter set forth; and

WHEREAS, Holdings and BSS USA 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 Holdings with and into BSS USA pursuant to the provisions of the Business Corporation Law of the State of New York and pursuant 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 Holdings, BSS USA, Rollerblade and Roller Force 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. Rollerblade and Roller Force shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation to wit, Roller Force, 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 "Roller Force, 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 Rollerblade and Roller Force shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware. The effective time of the Rollerblade-Roller Force merger shall be 11:59:00 p.m. on December 31, 2000. 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 Rollerblade and Roller Force pursuant to paragraph 1 hereof, Roller Force and BSS USA 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 USA, 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 USA, Inc." (until subsequently merged as hereinafter provided) 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 Roller Force and BSS USA shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware and the provisions of the New Jersey Business Corporation Act, respectively. The effective time of the Roller Force - BSS USA merger shall be 11:59:30 p.m. on December 31, 2000. Said merger shall be deemed a transaction under Section 368(a)(1)(D) of the Internal Revenue Code.

3. Immediately upon the completion of the merger of Roller Force into BSS USA, pursuant to paragraph 2 hereof, Holdings and BSS USA shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the New Jersey Business Corporation Act, respectively, be merged with and into a single corporation to wit, BSS USA (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," and which shall continue to exist as the surviving corporation under the name "Benetton Sportssystem 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 Holdings and BSS USA (which, in addition to Rollerblade and Roller Force, are sometimes hereinafter referred to as the "terminating corporations"), shall cease at said effective time in accordance with the provisions of the Business Corporation Law of the State of New York 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, 2000. 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 Sportsystem USA Inc.
One Sportsystem 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.

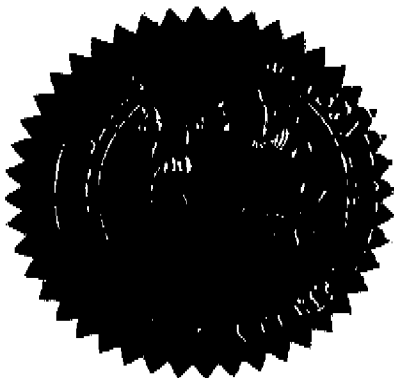
10. The Board of Directors and officers of the terminating corporations and of the Final Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be 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 USA, 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
14th day of January, 2004



A cursive handwritten signature in black ink, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer