

07-25-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies):

7.22.03

United Sports Technologies, Inc.

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

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

2. Name and address of receiving party(ies)

Name: United Sports Technologies, L.P.

Internal Address:

Address:

Street Address: 14950 FAA Boulevard, Suite 200

City: Fort Worth State: TX Zip: 76155

- Individual(s) citizenship Association General Partnership Limited Partnership Texas Corporation-State 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 Conversion from Corporation to L.P.

Execution Date: April 1, 2003

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

A. Trademark Application No.(s)

See Attached List

B. Trademark Registration No.(s)

See Attached List

Additional number(s) attached Yes No

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

Name: John J. Arnott

Internal Address: Howison & Arnott, L.L.P.

Street Address: P.O. Box 741715

City: Dallas State: TX Zip: 75374-1715

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41) \$ 415.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

20-0780/USTI-24,193

07/24/2003 BRYNE 00000102 1022951

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9. Signature.

40.00 OP 375.00 OP

John J. Arnott (Reg. 39,095)

Name of Person Signing

Signature

7/16/03

Date

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK REEL: 002785 FRAME: 0765

List of Appls./Regs. Conveyed from United Sports Technologies, Inc. to United Sports Technologies, LP

Mark	Filed	Appl. No.	Registered	Reg. No.
PROFORCE	01/09/91	74/129,109	02/22/94	1,822,951
UST UNITED SPORTS TECHNOLOGIES, INC. & Design	11/06/95	75/019,876	10/08/96	2,006,287
MISCELLANEOUS DESIGN	11/23/99	75/856,786	05/07/02	2,568,563
TOUR WEIGHT	03/05/01	76/220,185	06/11/02	2,578,040
TOURFORCE	09/20/01	76/314,352		
ACCRA	10/01/01	76/319,623		
PROFORCE 65 GOLD & Design	03/22/02	76/385,905	02/18/03	2,688,373
PROFORCE 65 GOLD & Design	03/22/02	76/386,093	02/18/03	2,688,374
PROFORCE 65 ATR & Design	04/03/02	76/390,927	02/18/03	2,688,399
ATR	04/03/02	76/390,947	02/18/03	2,688,400
ATR (Stylized)	04/19/02	76/397,599	02/18/03	2,688,467
COUNTER BALANCE	09/16/02	78/164,499		
COMPETITION SERIES	09/16/02	78/164,536		
HARMON TOUR DESIGN	10/08/02	78/172,219		
HTD	10/08/02	78/172,247		
IROD	04/23/03	78/241,257		

ARTICLES OF CONVERSION
OF THE DOMESTIC CORPORATION
UNITED SPORTS TECHNOLOGIES, INC.

FILED
In the Office of the
Secretary of State of Texas

APR 01 2003

Corporations Section

TO

UNITED SPORTS TECHNOLOGIES, LP

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act (the "Act"), the undersigned Texas corporation, United Sports Technologies, Inc. ("Converting Company"), adopts the following Articles of Conversion for the purpose of converting to United Sports Technologies, LP, a Texas limited partnership ("Converted Partnership"), to be effective as of April 1, 2003.

I.

A plan of conversion ("Plan") conforming to the requirements of Article 5.17 of the Act has been approved by all of the shareholders of the Converting Company, in the manner prescribed by the Act.

II.

An executed Plan is on file at the principal place of business of the Converting Company, at 14950 FAA Boulevard, Suite 200, Fort Worth, Texas 76155, and an executed Plan will be on file at such address, as the principal place of business of the Converted Partnership, from and after the conversion. A copy of the executed Plan will be furnished to any shareholder of the Converting Company or partner of the Converted Partnership upon written request and without cost to the requesting shareholder or partner.

III.

The number of shares outstanding, the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, and the number of such shares that voted for and against the Plan are as follows:

<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Voted For</u>	<u>Voted Against</u>
7,667	Common	7,667	-0-

IV.

The Certificate of Limited Partnership for the Converted Partnership is attached hereto as Exhibit "A" and incorporated herein by reference for all purposes.

V.

The Converted Partnership shall be liable for the payment of all fees and franchise taxes to be paid as required by law by the Converting Company.

VI.

Notwithstanding the filing date of these Articles of Conversion, the conversion shall be effective as of April 1, 2003.

Signed as of April 1, 2003

UNITED SPORTS TECHNOLOGIES, INC.,
a Texas corporation (converting to
UNITED SPORTS TECHNOLOGIES, LP)

By:



Nobuaki Matsuo, President

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EXHIBIT "A"

CERTIFICATE OF LIMITED PARTNERSHIP OF

UNITED SPORTS TECHNOLOGIES, LP,
a Texas limited partnership

This limited partnership is being formed pursuant to a Plan of Conversion duly adopted by United Sports Technologies, Inc., 14950 FAA Boulevard, Suite 200, Fort Worth, Texas 76155, a Texas corporation incorporated January 14, 1991, File Number 117915000. The following Certificate of Limited Partnership is adopted for the limited partnership.

1. The name of the Limited Partnership is "United Sports Technologies, LP" (the "Partnership").

2. The address of the Partnership's registered office is: 8235 Douglas Avenue, Suite 1120, Dallas, Texas 75225, and the name of its registered agent at such address is John C. Andrews.

3. The address of the Partnership's principal office in the United States where records are to be kept or made available is 14950 FAA Boulevard, Suite 200, Fort Worth, Texas 76155.

4. The Partnership's sole general partner is United Sports Technologies GP, LLC, a Delaware limited liability company, whose mailing and business street address is 14950 FAA Boulevard, Suite 200, Fort Worth, Texas 76155.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership to be effective as of the 1st day of April, 2003.

GENERAL PARTNER:

UNITED SPORTS TECHNOLOGIES GP, LLC

By: 

Nobuaki Matsuo, Manager and President



Office of the Secretary of State

**CERTIFICATE OF CONVERSION
OF**

United Sports Technologies, LP
Filing Number: 800189866

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of
UNITED SPORTS TECHNOLOGIES, INC.
Filing Number: 117915000

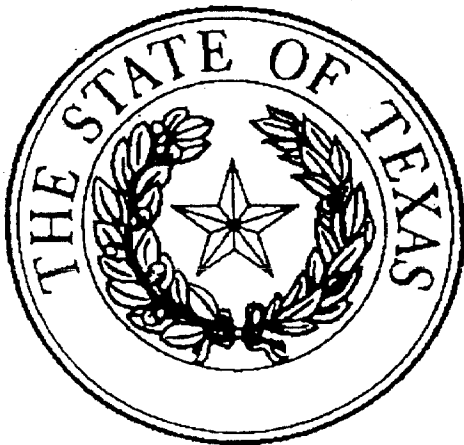
Converting it to

United Sports Technologies, LP

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 04/01/2003

Effective: 04/01/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Sasin

FAX(512) 463-5709

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Office of the Secretary of State

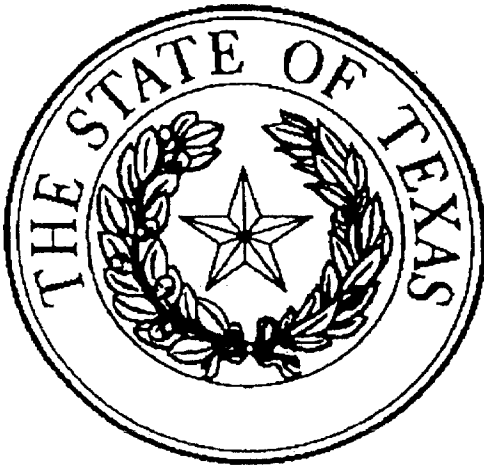
**CERTIFICATE OF FILING
OF
United Sports Technologies, LP
Filing Number: 800189866**

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned, as Secretary of State hereby issues this Certificate evidencing the filing in this office.

Dated: 04/01/2003

Effective: 04/01/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of state

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555

FAX(512) 463-5709

TTY7-1-1

RECORDED: 07/22/2003

**TRADEMARK
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