

Form PTO-1594  
(Rev. 10/02)  
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Tab settings

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):  
**High Gear USA, LLC**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other North Carolina Limited Liability Company

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

2. Name and address of receiving party(ies)  
Name: High Gear USA, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: P.O. Box 890  
City: Skyland State: N.C. Zip: 28776

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State North Carolina  
 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 Converting from LLC to Corporation

Execution Date: 12/19/2003

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 76/400,041, 76/498,964, 76/498,965, 76/535,228, 76/535,235

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,360,814, 2,699,964, 2,795,753

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: David M. Carter  
 Internal Address: P.O. Box 2985  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 56 Central Avenue  
Suite 101  
 \_\_\_\_\_  
 City: Asheville State: N.C. Zip: 28802

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00


Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.*

David M. Carter            May 7, 2004  
 Name of Person Signing      Signature      Date

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

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

OP \$215.00 76400041

State of North Carolina  
Department of the Secretary of StateARTICLES OF INCORPORATION  
INCLUDING ARTICLES OF CONVERSION

Pursuant to §55-2-02 and § 55-11A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Incorporation Including Articles of Conversion for the purpose of forming a business corporation.

1. The name of the resulting corporation is HIGH GEAR USA, INC.  
The corporation is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is HIGH GEAR USA, LLC  
and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of NORTH CAROLINA. A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a (check one):
  - foreign corporation
  - domestic limited liability company
  - foreign limited liability company
  - domestic limited partnership
  - foreign limited partnership
  - domestic registered limited liability partnership
  - foreign limited liability partnership
  - other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina
4. The number of shares the corporation is authorized to issue is: 10,000  
These shares shall be: (check either a or b)
  - a.  all of one class, designated as common stock; or
  - b.  divided into classes or series within a class as provided in the attached schedule, with the information required by N.C.G.S. Section 55-6-01.
5. The street address and county of the initial registered office of the corporation is:  
Number and Street 190-A CONTINUUM DRIVE  
City FLETCHER State NC Zip Code 28732 County BUNCOMBE
6. The mailing address, if different from the street address, of the initial registered office is:  
Number and Street PO BOX 890  
City SKYLAND State NC Zip Code 28776 County BUNCOMBE

7. The name of the initial registered agent is: MICHAEL J. HOSEY

8. Principal office information: (Select either a or b.)

a.  The corporation has a principal office.

The street address and county of the principal office of the corporation is:

Number and Street 190-A CONTINIUM DRIVE

City FLETCHER State NC Zip Code 28732 County BUNCOMBE

The mailing address, if different from the street address, of the principal office of the corporation is:

Number and Street PO BOX 890

City SKYLAND State NC Zip Code 28776 County BUNCOMBE

b.  The corporation does not have a principal office.

9. Any other provisions, which the corporation elects to include, are attached.

10. The name and address of each incorporator is as follows:

SCOTT CARTER, 14 SOUTH PACE SQUARE, ASHEVILLE, NC 28801

11. These articles will be effective upon filing, unless a date and/or time is specified: JANUARY 1, 2004

This the 19 day of DECEMBER 2004

  
Signature

SCOTT CARTER, INCORPORATOR  
Type or Print Name and Title

**NOTES:**

1. Filing fee is \$125. This document must be filed with the Secretary of State.