

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Merger and Change Of Name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gander Mountain Company		01/29/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Gander Mountain Company
Street Address:	4567 American Boulevard West
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 25		
Property Type	Number	Word Mark
Serial Number:	76510169	WE LIVE OUTDOORS
Serial Number:	76483920	GANDER MTN. OUTDOOR OUTFITTERS
Serial Number:	76483918	GANDER MTN. OUTDOOR OUTFITTERS
Serial Number:	76483463	
Serial Number:	76483462	GANDER MTN.
Registration Number:	2659032	
Registration Number:	2666151	GUIDE SERIES
Registration Number:	2807091	TEC H2O
Serial Number:	76312730	FIRST ICE
Registration Number:	2810950	GANDER MOUNTAIN GUIDE SERIES
Registration Number:	2798127	GANDER MOUNTAIN GUIDE SERIES
Registration Number:	2776041	GANDER MOUNTAIN GUIDE SERIES
Registration Number:	2568120	HFC
Registration Number:	2767122	GANDER MOUNTAIN GUIDE SERIES
Registration Number:	2526278	HUNT FISH CAMP

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Registration Number:	2556957	
Registration Number:	2564297	GANDER MOUNTAIN
Registration Number:	2386339	GANDER GANG
Registration Number:	1927194	GANDER MOUNTAIN
Registration Number:	1850302	FOX RIVER BRAKE
Registration Number:	1850301	THE VIXEN
Registration Number:	1335489	GANDER MOUNTAIN
Registration Number:	1339735	
Registration Number:	1335485	
Registration Number:	1309488	BURGER BROTHERS

CORRESPONDENCE DATA

Fax Number: (612)340-8856
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (612) 340-2656
Email: ip.docket@dorsey.com
Correspondent Name: Travis L. Bachman
Address Line 1: 50 South Sixth Street
Address Line 2: Suite 1500
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	0279.ASG
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NAME OF SUBMITTER:	Travis L. Bachman
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Total Attachments: 8
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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, 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 any 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: GMC SUBSIDIARY, INC.
DE: GANDER MOUNTAIN COMPANY**

State of Formation and Name of Surviving Entity:

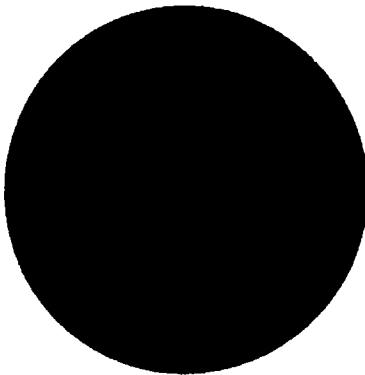
MN: GMC SUBSIDIARY, INC.

Effective Date of Merger: 1:01 am January 29, 2004

Name of Surviving Entity After Effective Date of Merger:

GANDER MOUNTAIN COMPANY

This certificate has been issued on: January 27, 2004



Mary Kiffmeyer
Secretary of State.

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ARTICLES OF MERGER

Pursuant to Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act, the undersigned officer of Gander Mountain Company, a Delaware corporation (the "Parent Corporation"), which is the owner of all of the issued and outstanding shares of Class A Voting Common Stock, \$.01 par value per share, of GMC Subsidiary, Inc., a Minnesota corporation (the "Subsidiary Corporation"), which is the only outstanding class of capital stock of the Subsidiary Corporation, hereby executes and files these Articles of Merger:

FIRST: The Plan of Merger providing for the merger of the Parent Corporation with and into the Subsidiary Corporation, in the form of resolutions duly adopted by the Board of Directors of the Parent Corporation on January 27, 2004, is attached hereto as Exhibit A. As provided in the Plan of Merger, the Subsidiary Corporation shall continue as the surviving corporation (the "Surviving Corporation").

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 of the Subsidiary Corporation owned by the Parent Corporation are as follows:

<u>Designation of Class & Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent Corporation</u>
Class A Voting Common Stock, \$.01 par value	100	100

THIRD: The Plan of Merger has been duly approved and adopted by the Parent Corporation in accordance with Section 253 of the Delaware General Corporation Law and Minnesota Statutes Sections 302A.621 and 302A.651.

FOURTH: There are no shareholders of the Subsidiary Corporation other than the Parent Corporation, and accordingly, there is no notice required to any other shareholder pursuant to Minnesota Statutes Section 302A.621, Subd. 2.

FIFTH: Upon the effective time of the merger, pursuant to Minnesota Statutes Section 302A.621, Subd. 1, Article I of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:


"The name of the corporation is Gander Mountain Company."

SIXTH: The merger shall be effective at 1:01 a.m., eastern time, on January 29, 2004.

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IN WITNESS WHEREOF, this Corporation has caused these Articles of Merger to be signed by its authorized officer, this 27th day of January, 2004.

GANDER MOUNTAIN COMPANY

By: 
Name: Mark Baten
Its: CCO

[Signature page to Articles of Merger]

EXHIBIT A
Plan of Merger

[Director Consent]

GANDER MOUNTAIN COMPANY

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

(Merger of Corporation with and into wholly owned Minnesota subsidiary)

The undersigned, being all of the directors of Gander Mountain Company, a Delaware corporation (the "Corporation"), acting in accordance with Section 141(f) of the Delaware General Corporation Law, do hereby consent to the adoption of, and do hereby adopt in writing the following resolutions (including the Recitals):

RECITALS

A. The Corporation owns all of the issued and outstanding capital stock of GMC Subsidiary, Inc., a Minnesota corporation (the "Subsidiary"), consisting of 100 shares of Class A Voting Common Stock, \$.01 par value per share (the "Class A Common Stock").

B. The Corporation desires to effect the merger (the "Merger") of the Corporation with and into the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act, with the Subsidiary being the surviving corporation (the "Surviving Corporation").

[Merger of Corporation with and into Subsidiary]

RESOLVED, that, subject to the approval of the stockholders noted below, the Corporation be merged with and into the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law and Sections 302A.621 and 302A.651 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 (as defined below), each share of Class A Common Stock of the Subsidiary issued and outstanding immediately prior to the Effective Time that is then owned beneficially or of record by the Corporation shall, by virtue of the Merger and without any action on the part of the Corporation, be cancelled and cease to exist, and no securities of the Surviving Corporation or any other corporation, or any money or other property, shall be issued to the Corporation in exchange therefor.

RESOLVED FURTHER, that at the Effective Time, each issued and outstanding share of capital stock of the Corporation shall be converted into a share of capital stock of the Surviving Corporation as follows:

(i) each share of Class A Voting Common Stock, \$.01 per value per share, of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one validly issued, fully paid and nonassessable share of Class A Voting Common Stock, \$.01 par value per share, of the Surviving Corporation

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(ii) each share of Class B Nonvoting Common Stock, \$.01 par value per share, of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one validly issued, fully paid and nonassessable share of Class B Nonvoting Common Stock, \$.01 par value per share, of the Surviving Corporation;

(iii) each share of Class A Nonvoting Convertible Preferred Stock, \$.01 par value per share, of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one validly issued, fully paid and nonassessable share of Class A Nonvoting Convertible Preferred Stock, \$.01 par value per share, of the Surviving Corporation;

(iv) each share of Class B Voting Convertible Preferred Stock, \$.01 par value per share, of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one validly issued, fully paid and nonassessable share of Class B Voting Convertible Preferred Stock, \$.01 par value per share, of the Surviving Corporation; and

(v) each share of Class C Nonvoting Convertible Preferred Stock, \$.01 par value per share, of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one validly issued, fully paid and nonassessable share of Class C Nonvoting Convertible Preferred Stock, \$.01 par value per share, of the Surviving Corporation.

RESOLVED FURTHER, that from and after the Effective Time, each certificate theretofore representing outstanding shares of capital stock of the Corporation shall be deemed for all purposes to evidence ownership of and to represent the same number of shares of stock of the same class and series of the Surviving Corporation.

RESOLVED FURTHER, that the Merger shall be effective at 1:01 a.m., eastern time, on January 29, 2004 (the "Effective Time").

RESOLVED FURTHER, that the Merger and this Plan of Merger be submitted for approval to the stockholders of the Corporation, and, in the event that such stockholders shall vote in favor of the Merger and this Plan of Merger, that the Merger and this Plan of Merger shall be deemed approved.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is authorized and directed to execute, for and on behalf of the Corporation, Articles of Merger setting forth this Plan of Merger and such other information as required by law, and to cause those 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, are hereby authorized and directed to execute, for and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth this Plan of Merger and such other information as required by the General Corporation Law of the State of Delaware, and to cause that certificate to be filed for record with the Secretary of State of the State of Delaware in the manner required by law.

RESOLVED FURTHER, that upon the Effective Time, pursuant to Section 302A.621, Subd. 1, of the Minnesota Business Corporation Act, by virtue of the filing of the Articles of Merger and without any further action by the Corporation, its Board of Directors, or its stockholders, Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the corporation is Gander Mountain Company."

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

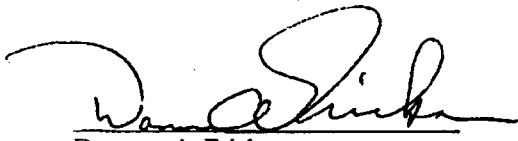
[Counterparts]

RESOLVED, that this Unanimous Written Consent of Directors may be executed in counterparts, each of which shall be deemed an original but all of which taken together shall be one and the same instrument.

* * * * *

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Donovan A. Erickson

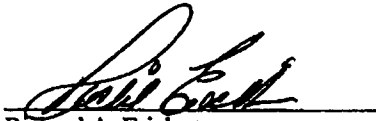
Date: January 21, 2004


Gerald A. Erickson

Date: January 27, 2004


Neal D. Erickson

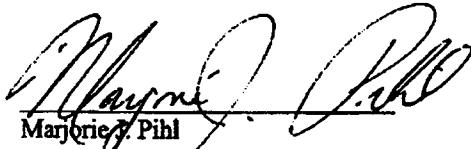
Date: January 27, 2004


Richard A. Erickson

Date: January 27, 2004


Ronald A. Erickson

Date: January 27, 2004


Marjorie J. Pihl

Date: January 27, 2004


STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 27 2004


Secretary of State

[Signature page to Unanimous Written Consent of the Board of Directors
approving Merger with and into wholly owned Minnesota subsidiary]