

Form PTO-1594
(rev 3/1)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
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):

General Sportcraft Co., Ltd.

- Individual(s) Association
- General Partnership
- Limited Partnership
- Corporation – **Delaware**
- Other

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

2. Name and Address of receiving party(ies)

**Sportcraft, Ltd.
313 Waterloo Valley Road
Mt. Olive, NJ 07828**

Individual(s) citizenship

- Association
- General Partnership
- Limited Partnership
- Corporation – **Delaware**
- 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

Execution Date: **August 1, 2001**

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

A. Trademark Application No(s).
None.

B. Trademark Registration No(s).
2196185

Additional numbers attached? Yes No

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

**Elaine D. Ziff, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41) **\$40**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 082530/2)

8. Deposit Account No. **19-2385**

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.

Elaine D. Ziff

Name



Signature

June 2, 2004

Date

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

CH \$40.00 192385 2196185

CERTIFICATE OF MERGER

OF

GENERAL SPORTCRAFT CO., LTD.
(a Delaware corporation)

WITH AND INTO

SPORTCRAFT, LTD.
(a Delaware corporation)

*In accordance with the provisions of §251 of the
General Corporation Law of the
State of Delaware

General Sportcraft Co., Ltd., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge with and into Sportcraft, Ltd., a Delaware corporation, pursuant to the provisions of §251 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of incorporation of each constituent corporation of the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
General Sportcraft Co., Ltd.	Delaware
Sportcraft, Ltd.	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent corporation, in accordance with the requirements of §251 of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 08/01/2001
010375076 - 2424844

TRADEMARK

THIRD: The name of the surviving corporation of the Merger is Sportcraft, Ltd. (the "Surviving Corporation"). The Certificate of Incorporation of Sportcraft, Ltd. as in effect at the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger Agreement may be amended or terminated and abandoned by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation and a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of any constituent corporation.

SIXTH: The Merger shall be effective immediately upon filing.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 1st day of August, 2001.

General Sportcraft Co., Ltd.,
a Delaware corporation

By: Sportcraft, Ltd.
Its: Sole Shareholder

By: /s/ Michael J. Nally
Its: President
Michael J. Nally