

12-18-2003



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

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): 12.16.03 Edwin Watts Golf Shops, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: EW Merger, LLC Internal Address: Street Address: 20 Hill Avenue, N.W. City: Fort Walton Beach State: FL Zip: 32548 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [X] Other Limited Liability Company 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 [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: November 26, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76#052,945 B. Trademark Registration No.(s) 1,311,386 2,569,451 1,332,501 2,610,180 Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Alston & Bird LLP Internal Address: Jay E. Sloman Street Address: 1201 West Peachtree Street City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41) \$ 140.00 [X] 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. Jay E. Sloman Name of Person Signing [Signature] Signature 12/16/03 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 12/17/2003 CHAMBERLAIN 0800106 76#052945 40.00 DP 100.00 DP 01 FC: 8521 02 FC: 8522

TRADEMARK REEL: 002881 FRAME: 0813

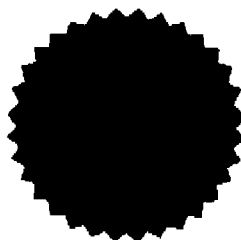
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EDWIN WATTS GOLF SHOPS, INC.", A FLORIDA CORPORATION,  
WITH AND INTO "EW MERGER, LLC" UNDER THE NAME OF "EW MERGER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2003, AT 4:14 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2776371

DATE TRADEMARK

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25TH FLOOR ALSTON &amp; BIRD

003/006

**CERTIFICATE OF MERGER  
OF  
EDWIN WATTS GOLF SHOPS, INC.  
(a Florida corporation)  
WITH AND INTO  
EW MERGER, LLC  
(a Delaware limited liability company)**

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, EW Merger, LLC (the "Company") submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each of the entities which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Edwin Watts Golf Shops, Inc.	Florida
EW Merger, LLC	Delaware

2. An Agreement and Plan of Merger has been approved and executed by the Company and the other business entity which is to merge into the Company.
3. The name of the surviving entity is EW Merger, LLC.
4. The merger shall be effective on November 26, 2003.
5. The Agreement and Plan of Merger is on file at the principal place of business of the Company which is located at 20 Hill Avenue, N.W., Fort Walton Beach, Florida 32548.
6. A copy of the Agreement and Plan of Merger will be furnished by the Company, on request and without cost, to any member of the Company or any person holding an interest in the other business entity which is to merge into the Company.

*[Signature on following page]*

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:16 PM 11/26/2003  
FILED 04:14 PM 11/26/2003  
SRV 030763973 - 3726799 FILE

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25TH FLOOR ALSTON & BIRD

004/008

IN WITNESS WHEREOF, EW Merger, LLC has caused this Certificate of Merger to be executed by its duly authorized officer this 26th day of November, 2003.

EW MERGER, LLC

By: Edwin Watts Holding Company, its sole Member



By: \_\_\_\_\_  
Name: Edwin Watts  
Title: Member