

FORM PTO-1594

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

HATTERAS YACHTS, INC.

- Individual(s) Association
General Partnership Limited Partnership
[XX] Corporation-State DELAWARE
Other:

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

3. Nature of conveyance:

- Assignment [XX] Merger
Security Agreement [] Change of Name
Other:

Execution Date: MARCH 31, 2002

2. Name and address of receiving party(ies)

Name: BRUNSWICK CORPORATION

Internal Address:

Street Address: 1 NORTH FIELD COURT

City: LAKE FOREST State: ILLINOIS ZIP: 60045

- Individual(s) citizenship:
Association:
General Partnership:
Limited Partnership:
[XX] Corporation-State: 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) and address(es) attached? [] Yes [] No

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

A. Trademark Application No.(s)

B. Trademark No.(s)

2,776,441 Design Mark

2,776,461 H Hatteras

Additional numbers attached? [] Yes [XX] No

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

Name: Dale Paul DiMaggio, Esq.

Internal Address: Malin, Haley & DiMaggio, P.A.

Street Address: 1936 South Andrews Avenue

City: Fort Lauderdale State: Florida ZIP: 33316

Telephone: (954) 763-3303

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$65.00

[] Enclosed

[XX] Authorized to be charged to Deposit Account

8. Deposit account number: 13-1130

(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.

Dale Paul DiMaggio, Reg. No. 31,525

Date

Total number of pages including cover sheet, attachments, and document: SIX (6)

Mail documents to be recorded with required cover sheet information to:

Commission of Patents and Trademarks, Box Assignments

TRADEMARK

REEL: 002888 FRAME: 0517

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Delaware

PAGE 1

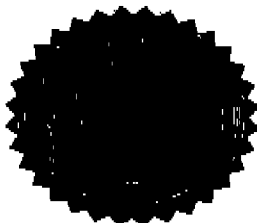
The First State

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 OWNERSHIP, WHICH MERGES:

"HATTERAS YACHTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BRUNSWICK CORPORATION" UNDER THE NAME OF "BRUNSWICK CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2922803

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DATE: 02-11-04 TRADEMARK

REEL: 002888 FRAME: 0518

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 03/28/2002
020203517 - 0016418

CERTIFICATE OF OWNERSHIP AND MERGER

OF

HATTERAS YACHTS, INC.
(a Delaware corporation)

INTO

BRUNSWICK CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. Brunswick Corporation, (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Hatteras Yachts, Inc., which is also a business corporation of the State of Delaware.
3. The Board of Directors of the Corporation adopted the following resolutions effective as of March 31, 2002 to merge Hatteras Yachts, Inc. into the Corporation:

WHEREAS, the Corporation is the owner of all of the outstanding shares of Hatteras Yachts, Inc. ("Hatteras"); and

WHEREAS, the Corporation deems it advisable to merge into itself Hatteras; therefore be it

RESOLVED, that the Corporation merge, and it hereby does merge Hatteras into itself (the "Merger"); and

FURTHER RESOLVED, that on the Effective Date (as hereinafter defined), the separate existence of Hatteras shall cease and Hatteras shall be merged with and into the Corporation. The Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Hatteras; all rights, privileges, powers and franchises of Hatteras, and all property, real, personal and mixed, of and debts due of Hatteras on whatever account including stock subscriptions and all other things in action or belonging to Hatteras shall be vested in the Corporation; and all property, rights, privileges, powers and

franchises, and all other interests of Hatteras shall be thereafter the property of the Corporation and the title to and any real estate vested by deed or otherwise in Hatteras shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of Hatteras shall be preserved unimpaired, and all debts, liabilities and duties of Hatteras shall thenceforth attach to the Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against Hatteras may be prosecuted to judgment or decree as if the Merger had not taken place, or the Corporation may be substituted in such action or proceeding; and

FURTHER RESOLVED, that the issued shares of Hatteras shall not be converted in any manner, but each said share which is issued as of the Effective Date of the Merger shall be surrendered and extinguished; and

FURTHER RESOLVED, that the preparation and execution of any filings related to the Merger required to be made with the State of Delaware and/or by the laws of any other appropriate jurisdiction and the consummation of the transactions contemplated thereby be, and hereby are approved; and

FURTHER RESOLVED, that the Merger shall become effective as of the close of business on March 31, 2002; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of the Corporation, to execute and deliver any and all other documents, and to do or cause to be done all acts as such officers may deem necessary or appropriate to effect the transactions contemplated by the Merger documentation referred to above, without limitation, to effect the transfer of any real or personal property, all such acts, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions being hereby ratified, confirmed and approved in all respects.

4. This merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Lloyd C. Chatfield II, its Assistant Secretary, this 22nd day of March, 2002.

BRUNSWICK CORPORATION

By: /s/ Lloyd C. Chatfield II
Lloyd C. Chatfield II,
Assistant Secretary