

3/18/04

03-22-2004



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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):

Brass Eagle Inc.

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

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

2. Name and address of receiving party(ies)

Name: Brass Eagle, LLC

Internal Address:

Address:

Street Address: 1201 SE 30th Street

City: Bentonville State: AZ Zip: 72712-3611

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware 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 Merger Security Agreement Change of Name Other

Execution Date: 01/05/04

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1949453; 2532980; 2348664

Additional number(s) attached Yes No

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

Name: Cathryn A. Berryman

Internal Address:

Street Address: Jenkens & Gilchrist, P.C.

1445 Ross Ave, Suite 3200

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 95.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

10-0447 (underpayment/overpayment)

DO NOT USE THIS SPACE

9. Signature.

Refund Ref: 03/19/2004 NSETACHE 0000134903

CHECK Refund Total: \$5.00

Name of Person Signing

Cathryn A. Berryman Signature

3-11-04 Date

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

03/19/2004 NSETACHE 00000081 1949453

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

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TRADEMARK REEL: 002935 FRAME: 0545

RECEIVED MAR 18 AM 7:29 OR/FINANCE

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**CERTIFICATE OF MERGER**  
of  
**BRASS EAGLE INC.**  
(a Delaware corporation)  
with and into  
**BRASS EAGLE, LLC**  
(a Delaware limited liability company)

**PURSUANT TO SECTION 18-209 OF  
THE DELAWARE LIMITED LIABILITY COMPANY ACT**

The undersigned limited liability company hereby certifies that:

**FIRST:** The names and jurisdictions of formation or organization of each entity (the "Constituent Companies") are:

<u>Name</u>	<u>Jurisdiction</u>
Brass Eagle Inc.	Delaware
Brass Eagle, LLC	Delaware

**SECOND:** An Agreement and Plan of Merger (the "Agreement of Merger"), dated as of January 5, 2004, by and between Brass Eagle Inc., a Delaware corporation, and Brass Eagle, LLC, a Delaware limited liability company, providing for the merger of Brass Eagle Inc. with and into Brass Eagle, LLC, has been approved and executed by each of the Constituent Companies in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

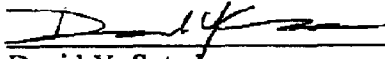
**THIRD:** The name of the surviving entity is Brass Eagle, LLC, a Delaware limited liability company.

**FOURTH:** The executed Agreement of Merger is on file at the office of the surviving entity. The address of said office is 2051 Palomar Airport Road, Carlsbad, California 92009.

**FIFTH:** A copy of the Agreement of Merger will be provided by the surviving entity upon request and without cost to any member or stockholder of the Constituent Companies, as applicable, or any person holding an interest in either of the Constituent Companies.

Dated: January 5, 2004

**BRASS EAGLE, LLC,**  
a Delaware limited liability company

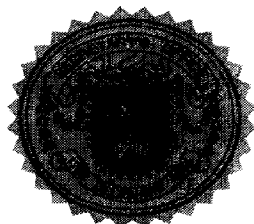
By:   
David Y. Satoda  
Vice President, Tax

# Delaware

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*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 OF "BRASS EAGLE, LLC", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2004, AT 4:19 O'CLOCK P.M.



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

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AUTHENTICATION: 2867852

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DATE: 01-13-04

RECORDED: 03/18/2004

TRADEMARK  
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