

03-30-2004

U.S. Department of Commerce
Patent and Trademark Office



102707939

To the Honorable Commissioner of Patents and Trademarks: Please record.

1. Name of conveying party(ies)
Fotoball USA, Inc. *3/24/04*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State **Delaware (formerly a California corporation)**
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: **January 22, 2004**

2. Name and address of receiving party(ies):
 Name: **K2 Licensing & Promotions, Inc.**
 Internal Address: _____
 Street Address: **6740 Cobra Way**
 City: **San Diego** State: **CA** Zip: **92121**

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s): **see attached** B. Trademark Registration No.(s): **see attached**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: **Mandy Robertson-Bora**
 Internal Address: **Gibson, Dunn & Crutcher LLP**
 Suite 4000
 Street Address: **2029 Century Park East**
 City **Los Angeles** State **CA** Zip **90067**

6. Total number of applications and registrations involved: **9**

7. Total fee (37 CFR 3.41): \$ **240.00**
 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.

Mandy Robertson-Bora *Mandy Robert. Bora* **March 24, 2004**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **16**

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 02 FC:8521

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Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Assignment Division
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

4. Trademark Registration Numbers

Mark	Registration No.	Serial No.
FOTOBALL	1,786,862	74/238530
HEADS UP	2,122,323	75/100806
FOTOTIRE	2,104,038	75/022415
TAKE THE GAME HOME	2,486,512	75/529629
LIL' BOBBER	2,730,459	76/357569
PHOTOBALL	2,170,684	75/085125
LITTLE BIG SPORTS		78/256527
GAME TIME		78/317269
GET YOUR HEAD IN THE GAME		78/317271

CERTIFICATE OF OWNERSHIP AND MERGER

of

BOCA ACQUISITION SUB, INC.
(a Delaware corporation)

with and into

FOTOBALL USA, INC.
(a Delaware corporation)
Under Section 253 of the General
Corporation Law of the State of Delaware

The undersigned corporation, Boca Acquisition Sub, Inc., hereby certifies that:

FIRST: The names and state of incorporation of the constituent corporations are: Boca Acquisition Sub, Inc., a Delaware corporation (the "Disappearing Corporation"), and Fotoball USA, Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: The Disappearing Corporation owns 90.0% of the issued and outstanding shares of common stock, par value \$0.01 per share, of the Surviving Corporation.

THIRD: The merger of the Disappearing Corporation with and into Surviving Corporation, with Surviving Corporation being the surviving entity in the merger, was approved by the sole stockholder of the Disappearing Corporation.

FOURTH: The Disappearing Corporation, by the following resolutions of its Board of Directors duly adopted by the Unanimous Written Consent of the Board of Directors as of November 20, 2003, determined that the Disappearing Corporation shall be merged with and into Surviving Corporation, with Surviving Corporation being the surviving corporation in the merger, all pursuant to the terms the Merger Agreement (as defined below), that, among other things, includes provisions for the pro rata issuance of stock of Surviving Corporation, as the surviving entity in the merger, to the holders of the stock of the Disappearing Corporation:

WHEREAS, the Board deems it to be in the best interests of the Corporation to enter into an Agreement and Plan of Merger and Reorganization by and among K2 Inc., a Delaware corporation ("K2"), the Corporation and Fotoball USA, Inc., a Delaware corporation ("Target"), in substantially the form presented to the Board (the "Merger Agreement"), which provides for, among other things, (a) K2 commencing an exchange offer to acquire all of the shares of common stock, \$.01 par value, of Target issued and outstanding (each, a "Share") in which exchange offer each Share validly tendered and not properly withdrawn would be exchanged for 0.2757 (the "Exchange Ratio") of one share of common stock (the "K2 Common Stock"), par value \$1.00 per share, of K2 (such exchange offer, as it may be amended from time to time as permitted by the Merger Agreement, the "Offer") and (b) the merger (the "Merger") of the Corporation with and

into Target, with the result that Target shall become the surviving company and wholly-owned subsidiary of K2.

RESOLVED, that the Offer, the Merger, the Merger Agreement, the transactions contemplated thereby and the other agreements contemplated by the Merger Agreement (the "Ancillary Agreements") be, and they hereby are, approved and authorized;

RESOLVED FURTHER, that the President, Chief Financial Officer, any Vice President and Secretary (each, an "Authorized Officer") be, and each of them hereby is, individually authorized and empowered to execute and deliver the Merger Agreement and the Ancillary Agreements together with such modifications, additions and deletions as are deemed, in their sole discretion, appropriate, advisable or necessary by the officers of the Corporation, or any of them, which modifications, additions and deletions are hereby approved and authorized, except such modifications, additions and deletions as would modify the enumerated items in the foregoing resolutions;

RESOLVED FURTHER, that any officer of the Corporation be, and each of them hereby is, authorized to take from time to time any and all such action and to execute and deliver from time to time any and all further papers, instruments, requests, receipts, applications, reports, certificates and other documents as may be deemed necessary or advisable in the opinion of any such officer to effectuate and consummate the Offer and the Merger and the transactions contemplated by the Merger Agreement, the Ancillary Agreements and any documents referred to therein.

FIFTH: Upon the effectiveness of the merger, the name of the Surviving Corporation shall be change to:

K2 Licensing & Promotions, Inc.

SIXTH: Upon the effectiveness of the merger, the Amended and Restated Certificate of Incorporation of Surviving Corporation, shall be as attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Ownership and Merger on behalf of Boca Acquisition Sub, Inc. as its authorized officer and hereby affirms, under penalty of perjury, that this Certificate of Ownership and Merger is the act and deed of such corporation and that the facts stated herein are true.

DATED: January 22, 2004

**BOCA ACQUISITION SUB, INC., a Delaware
corporation**

By: 

Name: Monte H. Baler

Title: Vice President and General Counsel

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FOTOBALL USA, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

K2 Licensing & Promotions, Inc.

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the corporation in the State of Delaware is 9 Lookerman Street, Suite 1B, in the City of Dover 19901, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the corporation shall have authority to issue is one thousand (1,000), and each such share shall have a par value of one cent (\$0.01).

ARTICLE V

BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

ARTICLE VI

ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (the "Delaware Law"), a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The corporation shall indemnify, in the manner and to the fullest extent permitted by the Delaware Law, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The corporation may indemnify, in the manner and to the fullest extent permitted by the Delaware Law, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Expenses incurred by any such director, officer, employee or agent in defending any such action, suit or proceeding may be advanced by the corporation prior to the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified as authorized by the Delaware Law and this Article VII. The corporation may, to the fullest extent permitted by the Delaware Law, purchase and maintain insurance on behalf of any such director, officer, employee or agent against any liability which may be asserted against such person. To the fullest extent permitted by the Delaware Law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and, in the manner provided by the Delaware Law, any such expenses may be paid by

the corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Delaware Law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the corporation may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

No repeal or modification of the foregoing paragraph shall adversely affect any right or protection of a director of the corporation existing by virtue of the foregoing paragraph at the time of such repeal or modification.

ARTICLE VIII

CORPORATE POWER

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE IX

CREDITOR COMPROMISE OR ARRANGEMENT

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

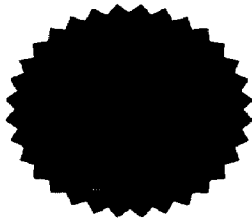
Delaware

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:

"FOTOBALL USA, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "FOTOBALL USA, INC." UNDER THE NAME OF
"FOTOBALL USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1994, AT 2:15 O'CLOCK
P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2991311

DATE: 03-16-04

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

FOTOBALL USA, INC.

(a California corporation)

WITH AND INTO

FOTOBALL USA, INC.

(a Delaware corporation)

The undersigned, for purposes of merging (the "Merger") Fotoball USA, Inc., a California corporation, with and into Fotoball USA, Inc., a Delaware corporation, **HEREBY CERTIFY:**

FIRST: Fotoball USA, Inc. is a corporation organized under the laws of the State of California ("Fotoball California" or the "Corporation"), the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

SECOND: Fotoball California, as the owner of all of the outstanding shares of the common stock, par value \$.01 per share, of Fotoball USA, Inc., a corporation organized under the laws of the State of Delaware ("Fotoball Delaware"), hereby merges itself with and into Fotoball Delaware.

THIRD: The following is a copy of the resolutions adopted on the 1st day of June, 1994, by the Board of Directors of Fotoball California to merge with and into Fotoball Delaware.

RESOLVED, that the Board of Directors of the Corporation deems it advisable, and in the best interest of the Corporation, that the Corporation be reincorporated in the State of Delaware by merging itself with and into Fotoball Delaware, a Delaware corporation and wholly-owned subsidiary of the Corporation, pursuant to the laws of the State of California and the State of Delaware, so that the separate existence of the Corporation shall cease as soon as the Merger shall become effective, subject to the approval of the shareholders of Fotoball California, and thereupon Fotoball Delaware shall be

the surviving corporation (the "Surviving Corporation") which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED, that the terms and conditions of the Merger, including the manner and basis of converting the shares of the Corporation and Fotoball Delaware into shares of the Surviving Corporation, are as follows:

(a) The Merger shall become effective on the date this Certificate is filed with the Secretary of State of the State of Delaware (the "Effective Time of the Merger");

(b) At the Effective Time of the Merger, the separate existence of the Corporation shall cease and the Corporation shall be merged with and into Fotoball Delaware and Fotoball Delaware shall be the Surviving Corporation;

(c) At the Effective Time of the Merger, any shares of capital stock of the Corporation or Fotoball Delaware that are owned directly or indirectly by the Corporation as treasury stock or otherwise shall be cancelled and no consideration shall be delivered in exchange therefor;

(d) At the Effective Time of the Merger, all of the shares of the issued and outstanding common stock of the Corporation, no par value, shall be converted into and exchanged for shares, rounded up or down to the nearest whole share, of the common stock, \$.01 par value, of Fotoball Delaware (the "Delaware Shares") at a ratio of one share of common stock of the Corporation for .694447 Delaware Shares (the "Exchange Ratio");

(e) At the Effective Time of the Merger, each Delaware Share shall be converted into and become one fully paid and nonassessable share of common stock, \$.01 par value, of the Surviving Corporation (collectively, the "Surviving Shares"), which shall be evidenced thereafter by newly issued certificates of the Surviving Corporation (the "Surviving Certificates");

(f) From and after the Effective Time of the Merger, the principal executive offices of the Surviving Corporation shall be 3738 Ruffin Road, San Diego, California 92123 (the "Principal Executive Offices") and the principal office of the Surviving Corporation in the State of Delaware shall be % The Prentice-Hall Corporation System, Inc., 32 Loockerman Square, Suite L-100, City of Dover, County of Kent, State of Delaware 19901;

(g) From and after the Effective Time of the Merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of the Corporation immediately prior to the Effective Time of

the Merger may surrender such certificate or certificates to the Surviving Corporation at the Principal Executive Offices and such holder shall be entitled upon surrender to receive in exchange therefor a Surviving Certificate or Surviving Certificates representing such Surviving Shares calculated in accordance with the Exchange Ratio for each share of the Corporation. Until so surrendered, from and after the Effective Time of the Merger, each outstanding certificate which prior to the Effective Time of the Merger represented one or more shares of common stock of the Corporation shall be deemed for all corporate purposes to evidence ownership of such shares of the Surviving Corporation calculated in accordance with the Exchange Ratio;

(h) From and after the Effective Time of the Merger, (i) the certificate of incorporation of Fotoball Delaware as in effect immediately prior to the Effective Time of the Merger shall be the certificate of incorporation of the Surviving Corporation, (ii) the by-laws of Fotoball Delaware as in effect immediately prior to the Effective Time of the Merger shall be the by-laws of the Surviving Corporation and (iii) the directors and officers of the Corporation holding such positions immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Corporation;

(i) From and after the Effective Time of the Merger, all of the rights, interests and property of the Corporation and Fotoball Delaware shall be vested in the Surviving Corporation without further act or deed and shall be thereafter the rights, interests and property of the Surviving Corporation as they were of the Corporation; and all debts, liabilities and obligations of the Corporation and Fotoball Delaware shall be assumed by and shall constitute the debts, liabilities and obligations of the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by the Surviving Corporation, and all rights of creditors and all liens upon the property of the Corporation and Fotoball Delaware shall be preserved unimpaired; and

(j) The Merger has been adopted, approved, certified, executed, and acknowledged by the Corporation in accordance with the laws of the State of California.

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to abandon the Merger, either before or after shareholder approval of the Merger has been obtained, if, in the opinion of the Board of Directors of the Corporation, circumstances arise which render proceeding with the Merger undesirable.

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to cause the execution and delivery of any and all documents, contracts, or instruments and do or cause to be done any and all such other acts and things that they, or any of them, may deem necessary, appropriate or desirable in order to implement fully and promptly the Merger and the foregoing resolutions, any such determination to be conclusively evidenced by the execution and delivery, or filing of any such document, contract, or instrument or doing or performing any such act or thing.

FOURTH: The following is a copy of the resolutions adopted on the 1st day of June, 1994 by the Board of Directors of Fotoball Delaware to merge with Fotoball California.

RESOLVED, that the Board of Directors of Fotoball Delaware deems it advisable, and in the best interest of Fotoball Delaware that Fotoball California be merged with and into Fotoball Delaware, pursuant to the laws of the State of Delaware and the State of California, with Fotoball Delaware being the surviving corporation, in order to effect the reincorporation of Fotoball California in the State of Delaware in the manner and on the terms and provisions set forth in the Certificate of Ownership and Merger of Fotoball USA, Inc. (a California corporation) with and into Fotoball USA, Inc. (a Delaware corporation) (the "Certificate").

RESOLVED, that the Board of Directors of Fotoball Delaware hereby approves and adopts the Certificate and that the proper officers of Fotoball Delaware be, and each of them hereby is, authorized and empowered, for and on behalf of Fotoball Delaware, to execute and to cause the Certificate to be filed with the Secretary of State of the State of Delaware and to do all other acts and things, whatsoever, whether within or without the State of Delaware that may be in any way necessary or appropriate to effect the Merger.

RESOLVED, that the proper officers of Fotoball Delaware be, and each of them hereby is, authorized and empowered, for and on behalf of Fotoball Delaware, to abandon the Merger, either before or after shareholder approval of the Merger has been obtained, if, in the opinion of the Board of Directors of Fotoball Delaware, circumstances arise which render proceeding with the Merger undesirable.

RESOLVED, that the proper officers of Fotoball Delaware be, and each of them hereby is, authorized and empowered, for and on behalf of Fotoball Delaware, to cause the execution and delivery of any and all documents, contracts, or instruments and do or cause to be done any and all


such other acts and things that they, or any of them, may deem necessary, appropriate or desirable in order to implement fully and promptly the Merger and the foregoing resolutions, any such determination to be conclusively evidenced by the execution and delivery, or filing of any such documents, contracts, or instruments or doing or performing any such act or thing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership and Merger on the 22nd day of July, 1994.

FOTOBALL USA, INC.
(a Delaware corporation)


Michael Favish
President and Chief Executive Officer

ATTEST:


Karen M. Betto
Secretary

CERTIFICATE OF EXPRESS MAILING 37 CFR. §1.10

I, Mandy Robertson-Bora, do hereby certify that the foregoing document, and any document indicated as being enclosed therewith, is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to U.S. Patent and Trademark Office, Assignment Division, BOX ASSIGNMENTS, Washington, D.C. 20231, on the date indicated below:

Mandy Robert-Bora
Signature

EU392500555US
Express Mail Label Number

March 24, 2004
Date

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Delaware

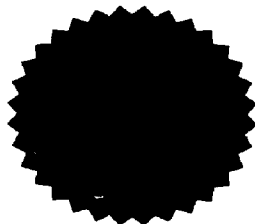
PAGE 1

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:

"BOCA ACQUISITION SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "FOTOBALL USA, INC." UNDER THE NAME OF "K2 LICENSING & PROMOTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JANUARY, A.D. 2004, AT 7:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2888950

040048498

DATE: 01-23-04

RECORDED: 03/24/2004

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