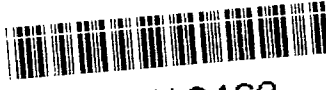


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



102716463

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): Boca Acquisition Sub, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware 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: 01/22/04

2. Name and address of receiving party(ies)

Name: Fotoball USA, Inc.

Internal

Address:

Street Address: 9 Lookerman Street, Ste 1B

City: Dover State: DE Zip: 19901

- 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

(Designations 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 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: 9

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

10-0447 (underpayment/overpayment)

DO NOT USE THIS SPACE

9. Signature.

Cathryn A. Berryman Name of Person Signing

Cathryn A. Berryman Signature

3-31-04 Date

Total number of pages including cover sheet, attachments, and document: 11

04/06/2004 LMIJELLER 00000006 1786062

01 FC:0521 02 FC:0522

40.00 OP 200.00 DP

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

TRADEMARK REEL: 002944 FRAME: 0721

Schedule 1

Trademarks

Country of Registration	Trademark	Application No./ Registration No.	Filing/ Registration Date
United States	FOTOBALL	1786862	August 10, 1993
Canada	FOTOBALL	TMA578510	August 20, 2001
France	FOTOBALL	1 758 373	January 25, 2002
United States	HEADS UP	2122323	December 16, 1993
United States	FOTOTIRE	2104038	October 7, 1997
United States	TAKE THE GAME HOME	2486512	September 11, 2001
United States	LIL BOBBER	2730459	June 24, 2003
United States	PHOTOBALL	2170684	July 7, 1998
United States	LITTLE BIG SPORTS	78256527	May 30, 2003
United States	GAME TIME	78317269	October 22, 2003
United States	GET YOUR HEAD IN THE GAME	78317271	October 22, 2003

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

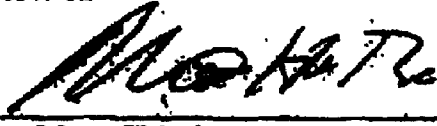
By: 
Name: Monte H. Baier
Title: Vice President and General Counsel

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

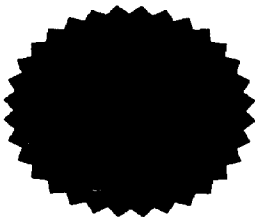
PAGE 1

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:

"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

2395490 8100M

AUTHENTICATION: 2888950

040048498

DATE: 01-23-04

RECORDED: 04/05/2004

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