

**U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE**

**RECORDATION FORM COVER SHEET
TRADEMARKS**

**TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:
PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY
THEREOF.**

1. Name and address of receiving party (ies):

Benetton Sportsystem Communication, Inc.
One Sportsystem Plaza
Bordentown, NJ 08505 USA

2. Name of conveying party (ies):

Prince Sports Group, Inc.
One Sportsystem Plaza
Bordentown, NJ 08505 USA

3. Nature of Conveyance:

Merger.

Execution date: December 31, 1999

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

A. Trademark application No (s). n/a

B. Trademark Registration No (s). 2,127,852

OP \$40.00 2127852

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

Richard M. Miller, Esq.
MillerMitchell PC
134 Nassau Street, 2nd Floor
Princeton, New Jersey 08540
609.921.3322 (phone)
609.921.0459 (fax)

6. Total number of applications and registrations involved: 1

7. Total fee enclosed:

\$40.00 (\$U.S.) (one mark, one document)

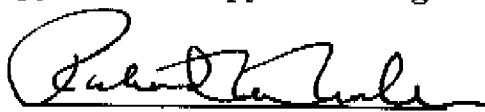
8. Deposit account number:

n/a

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.

Richard M. Miller
Print Name


Signature

11-30-04
Date

Total number of pages comprising cover sheet: 2

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

May 12, 2004



Secretary of State

(Rev. 03/02)

Dec. 29 1999 1:30PM UCS 9818

No. 0019 2-10

1391230000481

CERTIFICATE OF MERGER

OF

PRINCE SPORTS GROUP, INC.
(a New Jersey corporation)

INTO

BENETTON SPORTSYSTEM COMMUNICATION, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

To the Secretary of State
State of New York

Pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, it is hereby certified that:

The names of the merging corporations are Prince Sports Group, Inc. ("PSG"), which is a business corporation organized under the laws of the State of New Jersey; and Benetton Sportssystem Communication, Inc. ("BSC"), which is a business corporation organized under the laws of the State of New York. PSG was originally formed under the name Prince Manufacturing, Inc., and BSC was originally formed under the name International Pro Sports Enterprises, Inc. PSG and BSC shall be the merged corporations and BSC shall be the surviving corporation.

2. A Plan and Agreement of Merger for merging PSG with and into BSC has been approved by the Board of Directors of each of said corporations as of December 20, 1999.
3. PSG has 100 shares of common stock issued and outstanding. BSC has 80 shares of common stock issued and outstanding, all of which are owned by PSG.
4. BSC will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the State of New York.
5. BSC will provide for the pro rata issuance of shares of the surviving corporation to the shareholders of PSG on surrender of any certificates therefor.

TOTAL PAGE 03

TRADEMARK

REEL: 002984 FRAME 0189

Dec-30 1999 3:03AM PCS 9618

No. 8676 - P. 2

6. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger.

7. The effective date of the merger shall be December 31, 1999.


8. The certificate of incorporation of PSG was filed with the Secretary of State of the State of New Jersey on August 5, 1970 originally as Prince Manufacturing, Inc. PSG has not filed an application for authority to do business in the State of New York. The certificate of incorporation of BSC was filed with the Secretary of State of the State of New York on July 15, 1992 originally as International Pro Sports Enterprises, Inc.

9. The proposed merger has been approved by the sole shareholder of PSG, the parent corporation, in accordance with paragraph (a) of Section 903 of the Business Corporation Law.


10. The merger is permitted by the laws of the jurisdiction of incorporation of PSG and is in compliance with said laws.

IN WITNESS WHEREOF, the undersigned corporations have executed this certificate as of the 21st day of December, 1999.

PRINCE SPORTS GROUP, INC.

By: 
Name: Dennis W. Shafer
Title: President and Chief Executive Officer

BENETTON SPORTSYSTEM COMMUNICATION, INC.

By: 
Name: Dennis W. Shafer
Title: President and Chief Executive Officer

2

TRADEMARK

REEL: 002984 FRAME: 0190

Dec 23 1999 1:29PM UCS 9618

No. 5515 P. 1

9912300000959

*58
DEC 20 4 17 PM '99*

CERTIFICATE OF MERGER

OF

PRINCE SPORTS GROUP, INC.
(a New Jersey corporation)

INTO

BENETTON SPORTSYSTEM COMMUNICATION, INC.
(* New York Corporation)

Under Section 905 of the Business Corporation
Law of the State of New York

DRAWDOWN

UNI-37

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 30 1999

Benetton Sportssystem
One Sportssystem Plaza
Bordertown, New Jersey 08505

CUSTOMER REFERENCE NUMBER 49719M2

NY

3

9912300000034

TRADEMARK