

**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):

Nordica USA, Inc.
One Sportsystem Plaza
Bordentown, NJ 08505 USA

2. Name of conveying party (ies):

Benetton Sportsystem Communication, 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

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:

"BENETTON SPORTSYSTEM COMMUNICATION, INC.", A NEW YORK CORPORATION,

WITH AND INTO "NORDICA USA INC." UNDER THE NAME OF "NORDICA USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3103240

TRADEMARK

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATION
FILED 09:00 AM 12/30/19
001061388 - 2289133

CERTIFICATE OF OWNERSHIP AND MERGER
OF
BENETTON SPORTSYSTEM COMMUNICATION, INC.
(a New York corporation)

INTO
NORDICA USA INC.
(a Delaware corporation)

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. The names of the merging corporations are Benetton Sportssystem Communication, Inc. ("BSC"), which is a business corporation organized under the laws of the State of New York and Nordica USA Inc. ("Nordica"), which is a business corporation organized under the laws of the State of Delaware. BSC shall be the merged corporation and Nordica shall be the surviving corporation.
2. BSC is the owner of all of the outstanding shares of common stock of Nordica.
3. The laws of the State of New York permit the merger of a business corporation of that jurisdiction with business corporations of another jurisdiction.
4. The certificate of incorporation of the surviving corporation shall be Nordica's certificate of incorporation.
5. The effective date of the merger shall be December 31, 1999, and the effective time of the merger shall be 11:59:30 p.m.
6. The following is a copy of the resolutions adopted on December 20, 1999 by the Board of Directors of BSC to merge Nordica into BSC:

RESOLVED, that BSC be merged into Nordica, pursuant to a Plan and Agreement of Merger (the "Merger Agreement"), a copy of which has been previously presented to the Board of Directors and the sole stockholder of each of BSC and Nordica; and

RESOLVED, that Nordica will provide for the pro rata issuance of stock of the surviving corporation to the sole stockholder of BSC on surrender of any certificates therefor, and

RESOLVED, that BSC shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Nordica and of BSC and in any other appropriate jurisdiction.

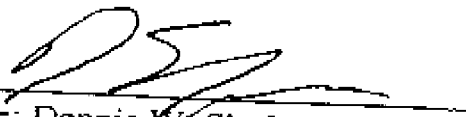
7. The proposed merger of BSC with and into Nordica has been adopted, approved, certified, executed and acknowledged by BSC in accordance with the Business Corporation Law of the State of New York.

8. A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of BSC or Nordica.

9. BSC has 200 shares of authorized common stock without par value.

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

**BENETTON SPORTSYSTEM
COMMUNICATION, INC.**

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