

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 06/11/2002 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|-----------------------------|
| American Sports Development Group, Inc. | | 06/11/2002 | CORPORATION: SOUTH CAROLINA |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------------|
| Name: | Paintball Incorporated |
| Street Address: | 155 Verdin Road |
| City: | Greenville |
| State/Country: | SOUTH CAROLINA |
| Postal Code: | 29607 |
| Entity Type: | CORPORATION: SOUTH CAROLINA |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|------------|
| Registration Number: | 2395298 | POWER BALL |

CORRESPONDENCE DATA

Fax Number: (864)240-2477
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 864-240-2453
 Email: tepting@lwtm.com, bballew@lwtm.com
 Correspondent Name: Thomas W. Epting
 Address Line 1: P.O. Box 87
 Address Line 4: Greenville, SOUTH CAROLINA 29602

| | |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 134094.2 |
| NAME OF SUBMITTER: | Thomas W. Epting |
| Signature: | /Thomas W. Epting/ |

CH \$40.00 2395298

Date:

11/02/2005

Total Attachments: 4

source=American Sports to Paintball Inc#page1.tif

source=American Sports to Paintball Inc#page2.tif

source=American Sports to Paintball Inc#page3.tif

source=American Sports to Paintball Inc#page4.tif

FILED

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

JUN 12 2002

Jim Miller
SECRETARY OF STATE

ARTICLES OF MERGER
OR SHARE EXCHANGE

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be hereby submits the following information:

1 The name of the surviving or acquiring corporation is American Sports Development Group, Inc.

NOTE The Plan of Merger attached hereto changes the surviving corporation's name from "American Sports Development Group, Inc." to "Paintball Incorporated."

2 Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger), 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent), 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).

3 Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction

(a) Name of the corporation American Sports Development Group, Inc.

(1) Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a) and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended)

(2) The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

| Voting Group | Number of Outstanding Shares | Number of Votes Entitled to be Cast | Number of Votes Represented at The Meeting | Number of Undisputed Shares | | |
|--------------|------------------------------|-------------------------------------|--|-----------------------------|----|---------|
| | | | | For | or | Against |
| Common | 5,948,295 | 5,948,295 | 5,948,295 | 5,948,295 | | 0 |

*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the merger or share exchange by each voting group together with a statement that the number of votes cast for the merger or share exchange by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation Paintball Incorporated

(1) Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a) and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended)

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Change 5/18/02 LDK

02-031521CC

NOV 02 2004

Mark Hammond
SECRETARY OF STATE

TRADEMARK
REEL: 003185 FRAME: 0841

(2) The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows

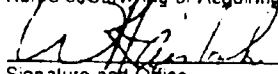
| Voting Group | Number of Outstanding Shares | Number of Votes Entitled to be Cast | Number of Votes Represented at The Meeting | Number of Undisputed Shares | | |
|--------------|------------------------------|-------------------------------------|--|-----------------------------|----|---------|
| | | | | For | or | Against |
| Common | 1,000 | 1,000 | 1,000 | 1,000 | | 0 |

*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the merger or share exchange by each voting group together with a statement that the number of votes cast for the merger or share exchange by each voting group was sufficient for approval by that voting group.

4 Unless a delayed date is specified the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended) _____

Date June 11, 2002

American Sports Development Group, Inc.
Name of Surviving or Acquiring Corporation


Signature and Office

William R. Fairbanks, President & CEO
Type or Print Name and Office

FILING INSTRUCTIONS

1 Two copies of this form (the original and either a duplicate original or a conformed copy, must be filed

2 Filing fees (payable to the Secretary of State at time of filing of this document)

| | |
|--------------|-----------------|
| Filing Fee | \$ 10.00 |
| Filing Tax | 100.00 |
| Total | \$110.00 |

3 TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT

Return to Secretary of State
P.O. Box 11350
Columbia SC 29211

**AGREEMENT AND PLAN OF MERGER OF
PAINTBALL INCORPORATED
with and into
AMERICAN SPORTS DEVELOPMENT GROUP, INC.**

This Agreement and Plan of Merger (the "Plan of Merger") is entered into by and between American Sports Development Group, Inc., a South Carolina corporation ("ASDG"), and its wholly-owned subsidiary Paintball Incorporated, a South Carolina corporation ("Paintball"), as of June 11, 2002.

ARTICLE I. DEFINITIONS

The capitalized terms set forth below shall have the indicated meanings.

1.1. "Articles of Merger" shall mean the Articles of Merger to be executed by Paintball and ASDG in a form appropriate for filing with the with the South Carolina Secretary of State relating to the effective consummation of the Merger.

1.2. "ASDG Common Stock" shall mean the common stock, par value \$0.001 per share, of ASDG.

1.3. "Effective Time" shall mean the date and time at which the Articles of Merger are filed with the South Carolina Secretary of State.

1.4. "Merger" shall mean the merger of Paintball with and into ASDG, as more particularly set forth herein.

1.5. "Paintball Common Stock" shall mean the common stock, no par value, of Paintball.

1.6. "Surviving Corporation" shall mean ASDG after consummation of the Merger.

ARTICLE II. THE MERGER

2.1. Merger. At the Effective Time, subject to the terms and conditions of this Plan of Merger, Paintball shall merge with and into ASDG, the separate existence of Paintball shall cease, and ASDG (the "Surviving Corporation") shall survive and the name of the Surviving Corporation shall be changed to "Paintball Incorporated." By virtue of the Merger and without any action on the part of the holders thereof, each of the shares of Paintball Common Stock existing immediately prior to the Effective Time shall be cancelled and cease to exist and no consideration shall be issued or given in exchange therefor. Each of the shares of ASDG Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding with no change to the rights, privileges and obligations thereof.

2.2. Effective Time. The Merger shall become effective at the Effective Time.

2.3. Articles of Incorporation and Bylaws. The articles of incorporation of ASDG as in effect at the Effective Time shall be and remain the articles of incorporation of the Surviving Corporation unamended hereby except that the articles of incorporation are amended as of the Effective Time to change the name of ASDG to "Paintball Incorporated." The Bylaws of ASDG, as in effect at the Effective Time, shall continue in full force and effect as the bylaws of the Surviving Corporation until otherwise amended as provided by law or by such bylaws.

2.4. Properties and Liabilities of ASDG and Paintball; Management. At the Effective Time, the separate existence and corporate organization of Paintball shall cease, and ASDG shall thereupon and thereafter, to the extent consistent with applicable law and with its Articles of Incorporation and the changes, if any, provided by the Merger, possess all the rights, privileges, immunities, liabilities and franchises, of a public as well as a private nature, of Paintball without further act or deed. The officers and directors of ASDG in office immediately prior to the Effective Time shall continue as the officers and directors of the Surviving Corporation until their successors are duly qualified and appointed or elected or until their earlier removal or resignation.

ARTICLE III. MISCELLANEOUS

3.1. Termination. This Plan of Merger may be terminated at any time prior to the Effective Time as provided in Section 9 of the Reorganization Agreement.

3.2. Amendments. To the extent permitted by law, this Plan of Merger may be amended by a subsequent writing signed by all of the parties hereto upon the approval of the board of directors of all of the parties thereto.

IN WITNESS WHEREOF, the parties hereto have set their signatures below.

Witnesses:

Douglas L. Brown
Douglas L. Brown

Douglas L. Brown
Douglas L. Brown

AMERICAN SPORTS DEVELOPMENT
GROUP, INC.

By: William R. Fairbanks
William R. Fairbanks
President & Chief Executive Officer

PAINTBALL INCORPORATED

By: William R. Fairbanks
William R. Fairbanks
President & Chief Executive Officer