

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/21/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Heritage BoatWorks, Inc.		05/11/2004	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Heritage Boatworks, Inc.
Street Address:	55 Ballou Boulevard
City:	Bristol
State/Country:	RHODE ISLAND
Postal Code:	02809
Entity Type:	CORPORATION: RHODE ISLAND

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2595735	QUALITY BY DESIGN
Registration Number:	2490862	HERITAGE

CORRESPONDENCE DATA

Fax Number: (336)232-9075
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 336-271-3175
 Email: dsar@brookspierce.com
 Correspondent Name: David W. Sar
 Address Line 1: 230 N. Elm St.
 Address Line 2: 2000 Renaissance Plaza
 Address Line 4: Greensboro, NORTH CAROLINA 27401

ATTORNEY DOCKET NUMBER:	ANDY ZIMMERMAN
NAME OF SUBMITTER:	David W. Sar

OP \$65.00 2595735

Signature:	/DavidWSar/
Date:	03/23/2006
<p>Total Attachments: 12 source=MergerHeritage#page1.tif source=MergerHeritage#page2.tif source=MergerHeritage#page3.tif source=MergerHeritage#page4.tif source=MergerHeritage#page5.tif source=MergerHeritage#page6.tif source=MergerHeritage#page7.tif source=MergerHeritage#page8.tif source=MergerHeritage#page9.tif source=MergerHeritage#page10.tif source=MergerHeritage#page11.tif source=MergerHeritage#page12.tif</p>	



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

APPRENTICES Number 0000693
BOOK 1266 PAGE 311

Matthew A. Brown
Secretary of State

The Office of the Secretary of State of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

Heritage BoatWorks, Inc.

a Rhode Island corporation, filed articles of incorporation in this office on the 31st day of December, 2002; and

IT IS FURTHER CERTIFIED that articles of merger were filed in this office on the 20th day of May; and

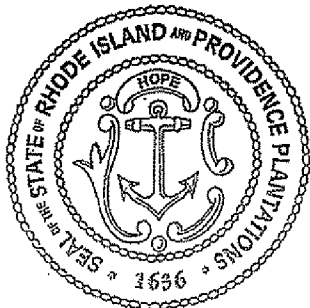
IT IS FURTHER CERTIFIED that as of this date said corporation is duly organized and existing under and by virtue of the laws of the State of Rhode Island and is in good standing according to the records of this office.

SIGNED AND SEALED this twentieth
day of December, A.D. 2005.

Matthew Brown

Secretary of State

BY *Andrea M. Francesi*





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

Document Number 00006932
BOOK 1266 PAGE 312

The Office of the Secretary of State of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

Heritage BoatWorks, Inc.

a Rhode Island corporation, filed articles of incorporation in this office on the 31st day of December, 2002; and

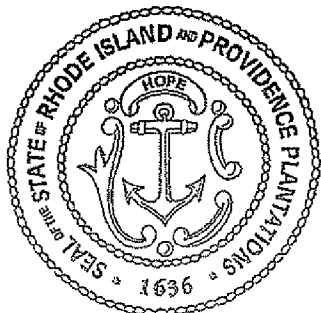
IT IS FURTHER CERTIFIED that as of this date said corporation is duly organized and existing under and by virtue of the laws of the State of Rhode Island and is in good standing according to the records of this office.

SIGNED AND SEALED this twentieth
day of December, A.D. 2005.

Matthew Brown

Secretary of State

BY *Andrea M. Francescose*



Recorded Dec 30, 2005 at 12:52:34P.
Louis P. Cirillo Town Clerk



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

Document Number of
BOOK PAGE PAGE

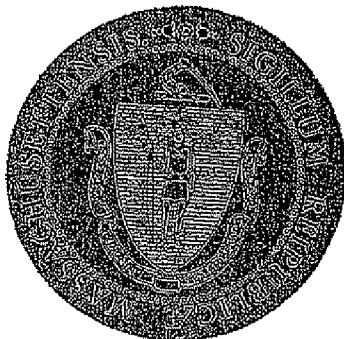
December 16, 2005

Document Number 00006931
BOOK 1266 PAGE 308

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records in this office, Articles of Merger were filed on May 21, 2004 pursuant to Massachusetts General Laws whereby **HERITAGE BOATWORKS, INC.** merged with **HBW, INC.**

The surviving entity was **HBW, INC.**, a Rhode Island Corporation.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By:IAA

Recorded Dec 30, 2005 at 12:50:59P.
Louis P. Cirillo Town Clerk



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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

PLANTATIONS Number 00000601
BOOK 1273 PAGE 268

Matthew A. Brown
Secretary of State

Date: January 10, 2006

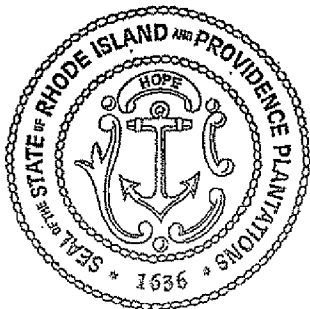
Heritage BoatWorks, Inc.
(8 Pages)

A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE OF
RHODE ISLAND AND PROVIDENCE PLANTATIONS

Matthew Brown

Secretary of State

By *Debra Antoinelli*



TRADEMARK
REEL: 003275 FRAME: 0394



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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CORPORATIONS DIV.
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ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

HBW, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Heritage BoatWorks, Inc. 102744	Business Corporation	MA
HBW, Inc.	Business Corporation	RI

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is HBW, Inc. 129027
which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

Heritage BoatWorks, Inc.

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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MAY 19 1 17 PM '04

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MAY 20 2004
By 231893

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
<u>Heritage BoatWorks, Inc.</u>	<u>1,000</u>		
<u>HBW, Inc.</u>	<u>1,000</u>		

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
<u>Heritage BoatWorks, Inc.</u>	<u>1,000</u>	<u>0</u>			
<u>HBW, Inc.</u>	<u>1,000</u>	<u>0</u>			

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is _____
- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

- iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Heritage BoatWorks, Inc.

Print Entity Name

By: *Carolyn D. Shea* Sr. Vice President & Clerk
 Name of person signing Carolyn D. Shea Title of person signing

By: _____
 Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Bristol

In Bristol, on this 11 day of May, 2004, before me personally appeared Carolyn D. Shea who, being duly sworn, declared that he/she is the Sr. Vice President & Clerk of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Janet S. Mello
 Notary Public Janet S. Mello
 My Commission Expires: 3-5-07

HBW, Inc.

Print Entity Name

By: *Carolyn D. Shea* Sr. Vice President & Clerk
 Name of person signing Carolyn D. Shea Title of person signing

By: _____
 Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Bristol

In Bristol, on this 11 day of May, 2004, before me personally appeared Carolyn D. Shea who, being duly sworn, declared that he/she is the Sr. Vice President & Clerk of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true

Janet S. Mello
 Notary Public Janet S. Mello
 My Commission Expires: 3-5-07

PLAN OF MERGER
FILED WITH ARTICLES OF MERGER BETWEEN
HBW, INC. and HERITAGE BOATWORKS, INC.

PLAN OF MERGER approved on December 23, 2002 by HBW, Inc., a business corporation organized under the laws of the State of Rhode Island, and by resolution adopted by its Board of Directors on said date, and approved on December 23, 2002 by Heritage BoatWorks, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts, and by resolution adopted by its Board of Directors on said date.

1. HBW, Inc., and Heritage BoatWorks, Inc. shall, pursuant to the provisions of the Rhode Island Business Corporation Act, the provisions of Chapter 156B, § 79 of the Massachusetts General Laws, be merged with and into a single corporation, to wit, HBW, Inc., which shall be the surviving corporation upon the effective date of the merger, as set forth in Article 2 herein, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Heritage BoatWorks, Inc., pursuant to the provisions of laws of the State of Rhode Island. The separate existence of Heritage BoatWorks, Inc., a Massachusetts Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Rhode Island Business Corporation Act.
2. The effective date of the merger for accounting purposes shall be January 1, 2003, regardless of the date of execution and filing of the Articles of Merger or Consolidation with the State of Rhode Island Office of the Secretary of State, Corporations Division.
3. The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the State of Rhode Island.
4. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Chapter 7 - 1.1 of the Rhode Island General Laws, 1956, as amended.
5. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

PLAN OF MERGER
FILED WITH ARTICLES OF MERGER BETWEEN
HBW, INC. and HERITAGE BOATWORKS, INC.

Page 2

6. Each issued share of the terminating corporation (other than those held by the surviving corporation) shall, upon the complete effective date of the merger, be converted into One (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of the surviving corporation.
7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Rhode Island Business Corporation Act and in accordance with the provisions of the Commonwealth of Massachusetts Business Corporation Law, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island and of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

BOOK 1273 PAGE 274

102744

April 27, 2004

TO WHOM IT MAY CONCERN:

Re: HERITAGE BOATWORKS, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

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CORPORATIONS DIV.
MAY 17 11 27 AM '04

ID Number: 129027

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed in Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is HBW, Inc.
(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
The manufacture and sale of small watercraft of every kind and description; and to do all things necessary, incidental or desirable with respect thereto.
To carry on any other business which may be lawfully carried on by a corporation duly organized pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended.

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4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 8,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):
One (0.01) Cent

or
(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

FILED

DEC 31 2002

By [Signature]
297857

Form No. 100
Revised: 01/99

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

7 The address of the initial registered office of the corporation is 55 Ballou Boulevard
(Street Address, not P.O. Box)
Bristol, Ri 02809 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Robert C. Brooks
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
President	Holyoke L. Whitney	28 Forest Street, Sherborn, MA 01770
Sr. V.P. & Clerk	Carolyn D. Shea	56 Cahoon Road, Brewster, MA 02631

9. The name and address of each incorporator is:

Name	Address
Carolyn D. Shea	56 Cahoon Road, Brewster, MA 02631

10. Date when corporate existence is to begin January 1, 2003
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 23, 2002

Carolyn D. Shea
Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF BRISTOL

In Bristol, on this 23rd day of December, 2002, personally appeared before me Carolyn D. Shea each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Mary Jane Matos
Notary Public
My Commission Expires: 12-2-04

Recorded Feb 03, 2006 at 09:52:56A.
Louis P. Cirillo Town Clerk