

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prince Sports Group, Inc.		12/21/1999	CORPORATION: NEW JERSEY
Benetton Sportssystem Communication, Inc.		12/21/1999	CORPORATION: NEW YORK
Nordica USA, Inc.		12/21/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Benetton Sportssystem Active North America, Inc.
Street Address:	One Sportssystem Plaza
City:	Bordentown
State/Country:	NEW JERSEY
Postal Code:	08505
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1233680	PRINCE
Registration Number:	1461716	SPECTER
Registration Number:	1548472	CTS APPROACH

CORRESPONDENCE DATA

Fax Number: (609)921-0459
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 609-921-3322
 Email: rmiller@millermitchell.com
 Correspondent Name: Richard M. Miller
 Address Line 1: 134 Nassau Street
 Address Line 2: Second Floor

OP \$90.00 1233680

Address Line 4: Princeton, NEW JERSEY 08542

NAME OF SUBMITTER:

Richard M. Miller

Signature:

/Richard M. Miller/

Date:

08/21/2006

Total Attachments: 13

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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:

1. 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 **

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.

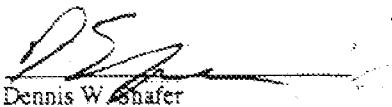
8. The certificate of incorporation of PSG was filed with the Secretary of State of the State of New Jersey on August 5, 1970 originally as Prince Manufacturing, Inc. PSG has not filed an application for authority to do business in the State of New York. The certificate of incorporation of BSC was filed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

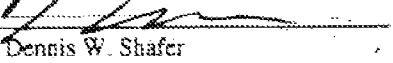
10. The merger is permitted by the laws of the jurisdiction of incorporation of PSG and is in compliance with said laws.

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

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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 of the State of New York

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 30 1999
TAXS -
BY: NY

Benetton Sportssystem
One Sportssystem Plaza
Bordentown, New Jersey 08503

CUSTOMER REFERENCE NUMBER 49719MR

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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.

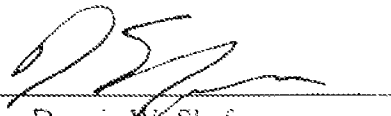
7. The proposed merger of BSC with and into Nordica has been adopted, approved, certified, executed and acknowledged by BSC in accordance with the Business Corporation Law of the State of New York.

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

MRG

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CERTIFICATE OF MERGER

OF

0100701794

State Treasurer

NORDICA USA INC.
(a Delaware corporation)

INTO

0100534749

BENETTON SPORTSYSTEM ACTIVE NORTH AMERICA, INC.
(a New Jersey corporation)

To the Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Nordica USA Inc. ("Nordica"), which is a business corporation organized under the laws of the State of Delaware; and Benetton Sportssystem Active North America, Inc. ("BSS Active"), which is a business corporation organized under the laws of the State of New Jersey. Nordica and BSS Active shall be the merged corporations and BSS Active shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging Nordica with and into BSS Active as approved by the Board of Directors of each of said corporations on December 20, 1999. No vote of the shareholders of BSS Active was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act.

3. Nordica has 10,000 shares of capital stock issued and outstanding, all of which are owned by Benetton Sportssystem USA Inc., a New York corporation. BSS Active has 5,000 shares of capital stock issued and outstanding, all of which are owned by Nordica.

4. BSS Active will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

5. The effective date of the merger shall be December 31, 1999, and the effective time of the merger shall be 11:59 p.m.

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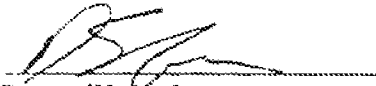
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6. The applicable provisions of the laws of Delaware will have been complied with upon compliance with filing and recording requirements.

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

NORDICA USA INC.

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

BENETTON SPORTSYSTEM ACTIVE
NORTH AMERICA, INC.

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

PLAN AND AGREEMENT OF MERGER

OF

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

INTO

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

AND

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

INTO

NORDICA USA INC.
(a Delaware corporation)

AND

NORDICA USA INC.
(a Delaware corporation)

INTO

BENETTON SPORTSYSTEM ACTIVE NORTH AMERICA, INC.
(a New Jersey corporation)

PLAN AND AGREEMENT OF MERGER entered into on December 20, 1999, by and among Benetton Sportssystem Active North America, Inc. ("BSS Active"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; Benetton Sportssystem Communication, Inc. ("BSC"), a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date; Prince Sports Group, Inc. ("PSG"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; and Nordica USA Inc. ("Nordica"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

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WHEREAS, Berenon Sportsystem USA Inc. ("BSS USA"), the parent corporation of PSG, and the ultimate parent corporation of Nordica, BSC and BSS Active, has determined that important business reasons favor adopting a reorganization plan for PSG, Nordica, BSC and BSS Active, which reorganization plan focuses on the integration of several functions, such as administration, finance, legal and managerial control, among others, by reducing the number of United States subsidiary corporations, for purpose of maximizing the efficiency of these functions and minimizing duplication of expenses; and

WHEREAS, to accomplish such reorganization, it is proposed that BSS USA, PSG, Nordica, BSC and BSS Active adopt this Plan and Agreement of Merger among PSG, Nordica, BSC and BSS Active, as described more particularly below; and

WHEREAS, PSG is a business corporation of the State of New Jersey with its registered office therein located at One Sportsystem Plaza, Bordentown, County of Burlington, New Jersey 08505; and

WHEREAS, PSG was originally formed under the name Prince Manufacturing, Inc.; and

WHEREAS, the total number of shares of stock which PSG has the authority to issue is 1,000, of which 100 are outstanding and all of which are of one class and without par value; and

WHEREAS, BSS Active is a business corporation of the State of New Jersey with its registered office therein located at One Sportsystem Plaza, Bordentown, County of Burlington, New Jersey 08505; and

WHEREAS, BSS Active was originally formed under the name N & Co. North America, Inc.; and

WHEREAS, the total number of shares of stock which BSS Active has the authority to issue is 100,000, all of which are of one class and without par value; and

WHEREAS, BSC is a business corporation of the State of New York with its registered office therein located at 575 Madison Avenue, New York, County of New York, New York 10022; and

WHEREAS, BSC was originally formed under the name International Pro Sports Enterprises, Inc.; and

WHEREAS, the total number of shares of stock, which BSC has authority to issue is 200, of which 80 are outstanding and all of which are of one class and without par value; and

WHEREAS, Nordica is a business corporation of the State of Delaware with its registered office therein located at 1239 Orange Street, Wilmington, County of New Castle, Delaware 19801; and

WHEREAS, the total number of shares of stock which Nordica has authority to issue is 15,000, of which 10,000 are outstanding and all of which are of one class and \$.01 par value; and

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the New Jersey Business Corporation Act permits the merger of a business corporation of the State of New Jersey with and into the business corporation of another jurisdiction; and

WHEREAS, the Business Corporation Law of the State of New York permits the merger of a business corporation of the State of New York with and into the business corporation of another jurisdiction; and

WHEREAS, to the extent applicable to the Merger, pursuant to Section 905 of the New York Business Corporation Law, the surviving corporation shall provide for the pro rata issuance of shares of the surviving corporation to the sole shareholder of the parent corporation on surrender of any certificates therefore; and

WHEREAS, PSG and BSC and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge PSG with and into BSC pursuant to the provisions of the New Jersey Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the State of New York upon the terms and conditions hereinafter set forth; and

WHEREAS, BSC and Nordica and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge BSC with and into Nordica pursuant to the provisions of the Business Corporation Law of the State of New York and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

WHEREAS, Nordica and BSS Active and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Nordica with and into BSS Active pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant

to the provisions of the New Jersey Business Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the agreement of all of the parties hereto, being hereunto duly entered into by BSS Active, BSC, PSG and Nordica and approved by a resolution adopted by their respective Boards of Directors and sole stockholders, this Plan and Agreement of Merger and the terms and conditions hereof and mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. PSG and BSC shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Business Corporation Law of the State of New York, respectively, be merged with and into a single corporation to wit, BSC, which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist as said surviving corporation under the name "Benetton Sportsystem Communication, Inc." (until subsequently merged as hereinafter provided) pursuant to the provisions of the Business Corporation Law of the State of New York. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of PSG and BSC shall cease at said effective time in accordance with the provisions of the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, respectively. The effective time of the PSG - BSC merger shall be 11:59:00 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code.

2. Immediately upon the completion of the merger of PSG into BSC pursuant to paragraph 1 hereof, BSC and Nordica shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the General Corporation Law of the State of Delaware, respectively, be merged with and into a single corporation to wit, Nordica, which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist as said surviving corporation under the name "Nordica USA Inc." (until subsequently merged as hereinafter provided) pursuant to the provisions of the General Corporation Law of the State of Delaware. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of BSC and Nordica shall cease at said effective time in accordance with the provisions of the Business Corporation Law of the State of New York and the General Corporation Law of the State of Delaware, respectively. The effective time of the BSC - Nordica merger shall be 11:59:30 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Section 368(a)(1)(D).

3. Immediately upon the completion of the merger of BSC into Nordica, pursuant to paragraph 2 hereof, Nordica and BSS Active shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the New Jersey Business Corporation Act, respectively, be merged with and into a single corporation to wit, BSS Active (the "Final Merger") which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Final Surviving Corporation."

and which shall continue to exist as the surviving corporation under the name "Benetton Sportsystem USA Inc." pursuant to the provisions of the New Jersey Business Corporation Act. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of Nordica and BSS Active (which, in addition to PSG and BSC, are sometimes hereinafter referred to as the "terminating corporations)," shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act, respectively. The effective time of the Final Merger shall be 11:59:59 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Sections 368(a)(1)(A) and 365(a)(1)(D) of the Internal Revenue Code.

4. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Final Surviving Corporation as the same shall be in force and effect at the effective time in the State of New Jersey of the Final Merger and said Certificate of Incorporation (as therein amended and changed) shall continue to be the Certificate of Incorporation of the Final Surviving Corporation until thereafter amended and changed pursuant to the provisions of the New Jersey Business Corporation Act.

5. The present By-Laws of the Final Surviving Corporation shall be the By-Laws of the Final Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

6. The directors and officers in office of the Final Surviving Corporation at the effective time of the Final Merger shall be members of the Board of Directors and the officers of the Final 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 Final Surviving Corporation.

7. Each issued share of the terminating corporations shall, at the effective time of the Final Merger, be cancelled. No shares of the Final Surviving Corporation's common stock shall be issued to the stockholders of the terminating corporations.

8. The Final Surviving Corporation hereby agrees that it may be served with process in the State of Delaware and in the State of New York in any proceeding for enforcement of any obligation of any of the terminating corporations, as well as for enforcement of any obligation of the Final Surviving Corporation arising from the mergers herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporations as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware or Section 907 of the Business Corporation Law of the State of New York; does hereby irrevocably appoint the Secretary of State of the State of Delaware and the Secretary of State of the State of New York as its agent to accept service of process in any such suit or other proceedings; and does hereby

specify the following address without the State of Delaware or the State of New York to which a copy of such process shall be mailed, respectively, by the Secretary of State of the State of Delaware or the Secretary of State of the State of New York:

Benetton Sportssystem USA Inc.
One Sportssystem Plaza
Bordentown, New Jersey 08805
Attention: General Counsel

9. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporations in accordance with the provisions of the General Corporation Law of the State of Delaware, the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, and upon behalf of the Final Surviving Corporation in accordance with the provisions of the New Jersey Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or document as prescribed by the laws of the State of Delaware, by the laws of the State of New York and by the laws of the State of New Jersey, respectively, and that they will cause to be performed all necessary acts within the State of Delaware, the State of New York and the State of New Jersey and elsewhere to effectuate the merger herein provided for.

10. The Board of Directors and officers of the terminating corporations and of the Final Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 the Plan and Agreement of Merger or of the merger herein provided for.