


Form PTO-1594 (rev 06/04)	<b>RECORDATION FORM COVER SHEET TRADEMARKS ONLY</b>	U. S. Department of Commerce Patent and Trademark Office																				
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:																						
<b>1. Name of conveying party(ies)/Execution Date(s):</b> <b>Mastercraft Boat Company, Inc.</b>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other  Citizenship <u>Delaware</u> Execution Date(s) <u>January 3, 2005</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>2. Name and Address of receiving party(ies)</b> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>Mastercraft Boat Company, LLC</u>  Internal Address: <u>100 Cherokee Cove Drive</u> Street Address: _____  City: <u>Vonore</u> State: <u>Tennessee</u> Country: <u>USA</u> Zip: <u>37885</u> <input type="checkbox"/> Association – Citizenship _____ <input type="checkbox"/> General Partnership – Citizenship _____  <input type="checkbox"/> Limited Partnership – Citizenship _____ <input type="checkbox"/> Corporation – Citizenship _____ <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u> Citizenship <u>Delaware</u> If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No.																					
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Government Interest Assignment <input checked="" type="checkbox"/> Other <u>Conversion to Limited Liability Company</u>																						
<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No(s). B. Trademark Registration No(s). <table style="width:100%; border: none;"> <tr> <td style="width:33%;"></td> <td style="width:33%; text-align: center;">1972543</td> <td style="width:33%; text-align: center;">2327759</td> <td style="width:33%; text-align: center;">2876949</td> </tr> <tr> <td></td> <td style="text-align: center;">1867981</td> <td style="text-align: center;">2275631</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">1427389</td> <td style="text-align: center;">2905813</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">1136108</td> <td style="text-align: center;">2766211</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">2180436</td> <td style="text-align: center;">2746144</td> <td></td> </tr> </table> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				1972543	2327759	2876949		1867981	2275631			1427389	2905813			1136108	2766211			2180436	2746144	
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<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Jennifer Ward, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 Tel: (212) 735-3059 Fax: (917) 777-3059 jward@skadden.com	<b>6. Total number of applications and registrations involved:</b> # <u>11</u>																					
	<b>7. Total fee (37 CFR 1.21(h) and 3.41) <u>\$290</u></b> <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 091610/3)																					
	<b>8. Payment Information</b> Deposit Account No. <u>19-2385</u> Authorized user Name: <u>Evans Richardson</u>																					
<b>9. Signature.</b>   _____ Signature Jennifer Ward, Esq. Name of Person Signing	_____ Date October 5, 2006	Total number of pages including cover sheet, and documents: # <u>6</u>																				

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# Delaware

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## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MASTERCRAFT BOAT COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2000, AT 5 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MCBC ACQUISITION COMPANY" TO "MASTERCRAFT BOAT COMPANY, INC.", FILED THE SIXTH DAY OF MARCH, A.D. 2000, AT 3 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "MASTERCRAFT BOAT COMPANY, INC." TO "MASTERCRAFT BOAT COMPANY, LLC", FILED THE THIRD DAY OF JANUARY, A.D. 2005, AT 12:37 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE THIRD DAY OF JANUARY, A.D. 2005, AT 12:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



3166365 8310

060874793

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5061144

DATE: 09-22-06

TRADEMARK

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# Delaware

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*The First State*

AFORESAID LIMITED LIABILITY COMPANY, "MASTERCRAFT BOAT COMPANY, LLC".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3166365 8310

060874793

AUTHENTICATION: 5061144

DATE: 09-22-06

TRADEMARK

REEL: 003404 FRAME: 0433

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:37 PM 01/03/2005  
FILED 12:37 PM 01/03/2005  
SRV 050001223 - 3166365 FILE

**CERTIFICATE OF CONVERSION  
TO LIMITED LIABILITY COMPANY  
OF  
MASTERCRAFT BOAT COMPANY, INC.**

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Pursuant to Sections 18-204 and 18-214 of the  
Delaware Limited Liability Company Act  
and Section 266 of the  
General Corporation Law of the State of Delaware

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MasterCraft Boat Company, Inc., a Delaware corporation (the  
"Corporation"), does hereby certify to the following facts relating to the conversion  
of the Corporation into a Delaware limited liability company (the "Conversion")  
under the name MasterCraft Boat Company, LLC (the "Company"):

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is MasterCraft Boat Company, Inc. The name under which the Corporation was originally incorporated is MCBC Acquisition Company.
2. The Corporation was originally incorporated on the 28th day of January, 2000 under the laws of the State of Delaware.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is MasterCraft Boat Company, LLC.

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4. The Conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

**[SIGNATURE PAGE FOLLOWS]**

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Conversion to be executed in its name this 3<sup>rd</sup> day of January, 2005.

**MASTERCRAFT BOAT COMPANY, INC.**

By: /s/ Robert Fogelson

Name: Robert Fogelson

Title: President