

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Football Fanatics, Inc.		07/30/2007	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Football Fanatics, Inc.
Street Address:	6330 Broadway Avenue
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32254
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78911537	FANATICS
Registration Number:	2538045	FOOTBALL FANATICS

CORRESPONDENCE DATA

Fax Number: (312)984-3150
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3129843100
 Email: trademarks@bfkn.com
 Correspondent Name: Wendi E. Sloane
 Address Line 1: 200 West Madison Street, Suite 3900
 Address Line 4: CHICAGO, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	GEAR-0000
NAME OF SUBMITTER:	Wendi E. Sloane
Signature:	/Wendi E. Sloane/

TRADEMARK

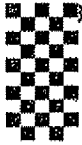
OP \$65.00 78911537

Date:

08/01/2007

Total Attachments: 13

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July 31, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

The Articles of Merger were filed on July 30, 2007, for FOOTBALL FANATICS, INC., the surviving Delaware entity not authorized to transact business in Florida.

This document was electronically received and filed under FAX audit number H07000193024.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Document Specialist
Division of Corporations

Letter Number: 807A00047353

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Football Fanatics, Inc.	DE	4381014

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Football Fanatics, Inc.	FL	P95000016127
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on July 30, 2007.

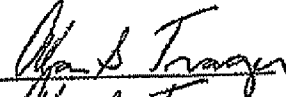

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 30, 2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Football Fanatics, Inc.		Alan Trager, President
Football Fanatics, Inc.		Alan Trager, Chief Executive Officer
_____	_____	_____
_____	_____	_____
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RECEIVED TIME JUL. 30. 11:36AM

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Merger Agreement"), dated as of July 30, 2007, is made by and between Football Fanatics, Inc., a Florida corporation ("FF Florida") and Football Fanatics, Inc., a Delaware corporation ("FF Delaware").

WITNESSETH: THAT

WHEREAS, FF Florida owns 100% of the issued and outstanding capital stock of FF Delaware; and

WHEREAS, FF Florida and FF Delaware deem it advisable and in the best interests of their respective stockholders that FF Florida be merged with and into FF Delaware pursuant to the terms and conditions of this Merger Agreement and in accordance with the Delaware General Corporation Law, as amended (the "DGCL"), and the Florida Business Corporation Act, as amended (the "FBCA");

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Article 1. The Merger. Upon the terms and subject to the conditions set forth in this Merger Agreement, the DGCL and the FBCA, at the Effective Time (as defined below): (a) FF Florida shall be merged with and into FF Delaware as a single corporation and FF Delaware shall assume all obligations of FF Florida; (b) from and after the Effective Time, FF Delaware shall continue as the surviving corporation; (c) from and after the Effective Time, the separate existence of FF Florida shall cease; and (d) from and after the Effective Time, the existence of FF Delaware shall continue unaffected and unimpaired, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the DGCL (the "Merger"). The Merger shall have the effects set forth in this Merger Agreement and in Section 259 of the DGCL and Section 607.1106 of the FBCA.

Article 2. Effect of the Merger.

2.1 The Effective Time. The Merger shall become effective upon the filing of both the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

2.2 Effect of the Merger. At the Effective Time, all the property, rights, privileges, powers and franchises of FF Florida shall vest in FF Delaware and all debts, liabilities, obligations, restrictions, disabilities and duties of FF Florida shall become debts, liabilities, obligations, restrictions, disabilities and duties of FF Delaware.

Article 3. Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of FF Florida or FF Delaware or the holder of any of the securities thereof: (a) the sole share of capital stock of FF Delaware issued and outstanding immediately

prior to the Effective Time shall be cancelled and extinguished, and no consideration shall be issued with respect thereto, and (b) each share of capital stock of FF Florida issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive 100,000 shares of Common Stock of FF Delaware, with such shares to be issued at the Closing.

Article 4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of FF Delaware shall be amended on the date of the Effective Time by filing the Amendment to the Certificate of Incorporation, attached hereto as Exhibit A, in the manner provided in the DGCL. The Bylaws of FF Delaware existing immediately prior to the Effective Time shall be the Bylaws of FF Delaware immediately following the Effective Time, until the same shall be amended in the manner provided in the DGCL.

Article 5. Directors and Officers. The directors and officers of FF Delaware immediately prior to the Effective Time shall be the directors and officers of FF Delaware after the Effective Time, until other directors or officers are elected or appointed and qualified in accordance with the Transaction Agreements and in the manner provided in the DGCL and the Bylaws.

Article 6. Amendment and Termination. At any time prior to the Effective Time, this Merger Agreement may be amended in accordance with the DGCL and the FBCA. At any time prior to the Effective Time, this Merger Agreement, the Certificate of Ownership and Merger and the Articles of Merger may be terminated and the Merger abandoned in accordance with the DGCL and the FBCA.

Article 7. Further Assurances. If at any time or from time to time FF Delaware shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in FF Delaware, or perfect its title to, any property or rights of FF Florida, the officers of FF Florida shall execute, make, and deliver, without further consideration, all such proper assignments and assurances in law, and do all other things necessary or desirable, to vest or perfect title to such property or rights in FF Delaware, and otherwise to carry out the purposes of this Merger Agreement.

Article 8. Miscellaneous.

8.1 Governing Law. This Merger Agreement shall be governed by, and construed in accordance with, the substantive laws of the State of Delaware, without regard to the conflicts of laws principles thereof.

8.2 Entire Merger Agreement. This Merger Agreement and other documents executed by the parties pursuant to this Merger Agreement or referenced herein constitute a complete and exclusive statement of the entire understanding and Merger Agreement of the parties with respect to the respective subject matter hereof, and supersedes all other prior Merger Agreements and understandings, written or oral, relating to such subject matter between the parties.

8.3 References and Headings. References in this Merger Agreement to sections, unless otherwise specified, are to sections of this Merger Agreement. The headings contained in this Merger Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Merger Agreement.

8.4 Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Merger Agreement.

[Signature Page follows]

IN WITNESS WHEREOF, the undersigned have caused this Merger Agreement to be duly executed and delivered as of the day and year first above written.

FOOTBALL FANATICS, INC., a Florida corporation

By: Alan S. Trager
Its: President

FOOTBALL FANATICS, INC., a Delaware corporation

By: Alan S. Trager
Its: Chief Executive Officer

[Signature Page to Merger Agreement]

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Exhibit A

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

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:

"FOOTBALL FANATICS, INC.", A FLORIDA CORPORATION,
WITH AND INTO "FOOTBALL FANATICS, INC." UNDER THE NAME OF
"FOOTBALL FANATICS, 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 JULY, A.D. 2007, AT 4:47
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

4381014 8100M

070868788



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5889997

DATE: 07-31-07

TRADEMARK
REEL: 003592 FRAME: 0198

CERTIFICATE OF OWNERSHIP AND MERGER

of

**FOOTBALL FANATICS, INC.,
a Florida corporation**

into

**FOOTBALL FANATICS, INC.,
a Delaware corporation**

It is hereby certified that:

1. Football Fanatics, Inc., (hereinafter called the "Corporation") is a Florida corporation, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Corporation, which is the owner of all of the outstanding shares of each class of the stock of Football Fanatics, Inc., a Delaware corporation ("FF Delaware"), hereby merges itself into FF Delaware.

3. The following is a copy of the resolutions adopted on the 30th day of July, 2007, by the Board of Directors of the Corporation to merge the Corporation into FF Delaware:

WHEREAS, the Board deems it to be in the best interest of the Corporation to reincorporate in the State of Delaware; and

WHEREAS, there has been presented to and reviewed by the Board an Agreement and Plan of Merger by and between the Corporation and Football Fanatics, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation ("FF Delaware"), (the "Merger Agreement"), pursuant to which the Corporation shall merge with and into FF Delaware, with FF Delaware continuing to exist as the surviving corporation (the "Merger"); and

WHEREAS, for federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Service Code, as amended, and that these resolutions shall constitute a "plan of reorganization" within the meaning of the Code.

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby authorize and approve the Merger on the terms and conditions set forth in the Merger Agreement such that, among other things (i) the Corporation shall be merged with and into FF Delaware, with FF Delaware continuing to exist as the surviving corporation, (ii) each share of capital stock of the Corporation issued and outstanding immediately prior to the effective date of the Merger shall be cancelled and converted into shares of capital stock of FF Delaware in accordance with the provisions of the Merger Agreement, and (iii) said Merger shall become effective upon the terms and conditions provided in the Merger Agreement; and

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed to prepare, execute and file such documents with the Secretary of State of the State of Delaware and the Florida Department of State Division of Corporations as they deem necessary or appropriate to effectuate such reincorporation.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws under which it is organized.

[Signature Page follows]

Dated as of July 30, 2007.

FOOTBALL FANATICS, INC., a Florida
corporation



Alan Trager, President

[Signature Page to Certificate of Ownership and Merger]

RECEIVED

RECEIVED TIME JUL. 30. 11:36AM

RECORDED: 08/01/2007

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