

09-17-1998

HEET

Docket No.:

372510-158



LY

Tab settings

100832110

To the Honorable Commissioner of Patents and Trademarks, the attached original documents or copy thereof.

MRV 9-14-98

1. Name of conveying party(ies):

**Boulder Apparel Corporation**

- Individual(s)
- General Partnership
- Corporation-State **Colorado**
- Other

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: **Premier Sports Group, Inc.**

Internal Address:

Street Address: **2108 55th Street**

City: **Boulder** State: **CO** ZIP: **80301**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Colorado**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **July 1, 1996**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,729,504  
1,718,323  
1,713,798

Additional numbers  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Carol M. Nielsen**

Internal Address:

Street Address: **Butler & Binion, L.L.P.**

**1000 Louisiana, Suite 1600**

City: **Houston** State: **TX** ZIP: **77002**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): \$ **\$90.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**02-4952**

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

**Carol M. Nielsen**

Name of Person Signing

Signature

**09/14/98**

Date

Total number of pages including cover sheet, attachments, and

**10**

ARTICLES OF MERGER

BOULDER APPAREL CORPORATION  
AND  
PREMIER SPORTS GROUP, INC.

DP 901027565

DP 281024129  
Surv

761107227 M #60.00  
SECRETARY OF STATE  
08-20-96 09:45

ARTICLE I  
PLAN OF MERGER

A. The name of the corporations planning to merge are Boulder Apparel Corporation, a Colorado Corporation, and Premier Sports Group, Inc., a Colorado Corporation, together called the "constituent corporations" herein. Premier Sports Group, Inc. shall be the surviving corporation in this merger and is referred to as the "surviving corporation" herein.

B. The terms and conditions of the merger are as follows.

1. Prior to the merger date, Boulder Apparel Corporation shall conduct its business in its usual and customary manner.
2. The corporate name of Premier Sports Group, Inc., the constituent corporation whose corporate existence is to survive this merger and continue thereafter as the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Boulder Apparel Corporation shall be wholly merged into Premier Sports Group, Inc. Accordingly, on the merger date the separate existence of Boulder Apparel Corporation, except insofar as continued by statute, shall cease.
3. On the merger date, all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, as well for stock subscriptions as all other choses in action, and all and every other interest of or belonging to either of the constituent corporations shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and all property and every other interest shall be as effectually the property of the surviving corporation as it was of the respective constituent corporations, and the title to any real estate or any interest, whether vested by deed or otherwise, in either of the constituent corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the constituent corporations shall be preserved unimpaired, and all debts, liabilities,



obligations and duties of the respective constituent corporations shall attach to the surviving corporation, and may be enforced against it to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by it. Any action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be submitted in place of either of the constituent corporations.

4. From and after the merger date the present bylaws of Premier Sports Group, Inc. shall be and become the bylaws of the surviving corporation until they shall be altered, amended or repealed, or until new bylaws shall be adopted, in accordance with the provisions of law, the bylaws and the articles of incorporation of the surviving corporation.
  5. The number of directors of the surviving corporation shall be three, or as otherwise provided in the articles and bylaws of the surviving corporation.
  6. The first directors of the surviving corporation, who shall hold office until their successors have been elected or appointed and shall have qualified, or as otherwise provided in the bylaws of the surviving corporation, are the directors of Premier Sports Group, Inc. immediately prior to the merger date.
  7. The first annual meeting of the shareholders of the surviving corporation after the merger date shall be the annual meeting provided by the bylaws of the surviving corporation for the year 1996.
  8. The first officers of the surviving corporation, who shall hold office until their successors have been elected or appointed and shall have qualified, or as otherwise provided in the bylaws of the surviving corporation, are the officers of Premier Sports Group, Inc. immediately prior to the merger date.
- C. The manner and basis for converting the shares of each corporation into shares, obligations, or other securities of the surviving or any other corporation or into money or other property in whole or in part are as follows.
1. Premier Sports Group, Inc. has an authorized capital stock of 1,000,000 Shares consisting of one class only, designated "common stock", with a par value of \$.001, 550,000 shares of which were issued, outstanding and fully paid.

2. Boulder Apparel Corporation has an authorized capital stock of 1,000,000 Shares consisting of one class only, designated "common stock", with a par value of \$.001, of which 680,000 shares were issued, outstanding and fully paid.
  3. On the date of merger, each issued share of common stock, of the par value of \$.001 each, of Premier Sports Group, Inc., including shares, if any, held in the treasury of Premier Sports Group, Inc., shall continue to be issued shares of common stock, par value \$.001 per share, of the surviving corporation.
  4. On the date of merger, Premier Sports Group shall pay to each shareholder of Boulder Apparel Corporation par value for each share of common stock of Boulder Apparel Corporation held by such shareholder. In return, each shareholder of Boulder Apparel Corporation shall endorse in blank, medallion guaranteed, each of such shareholder's certificates representing shares of common stock of Boulder Apparel Corporation and shall surrender same to Premier Sports Group, Inc.
- D. No amendments to the articles of incorporation of the surviving corporation are to be effected by the merger. The surviving corporation reserves the right to amend, alter, change or repeal its articles of incorporation in the manner now or later prescribed by statute or otherwise authorized by law; and all rights and powers conferred in the articles of incorporation on shareholders, directors or officers of the surviving corporation, or any other person, are subject to this reserved power.

## ARTICLE II SHAREHOLDER APPROVAL

- A. Premier Sports Group, Inc. The Plan of Merger was submitted to the shareholders of Premier Sports Group, Inc., who, acting unanimously without a meeting, pursuant to Colo. Rev. Stat. § 7-107-104 (1986 & Supp. 1994), acted as follows:
1. Date of action: July 1, 1994.
  2. Votes cast in favor of the plan: 550,000 shares, representing 100% of all common stock outstanding and 100% of the shares of each group and of all groups entitled to vote on the proposed merger, sufficient for approval of the proposed merger by each group and by all groups entitled to vote on the proposed merger.

A Certificate of such action is attached hereto as Exhibit "A."

B. Boulder Apparel Corporation The Plan of Merger was submitted to the shareholders of Boulder Apparel Corporation, who, acting unanimously without a meeting, pursuant to Colo. Rev. Stat. § 7-107-104 (1986 & Supp. 1994), acted as follows:

1. Date of action: July 1, 1996
2. Votes cast in favor of the plan: 680,000 shares, representing 100% of all common stock outstanding and 100% of the shares of each group and of all groups entitled to vote on the proposed merger, sufficient for approval of the proposed merger by each group and by all groups entitled to vote on the proposed merger.

A Certificate of such action is attached hereto as Exhibit "B."

**ARTICLE III  
NATURE OF MERGER AND EFFECTIVE DATE**

- A. This merger is not being effected as the merger of a parent and subsidiary pursuant to Colo. Rev. Stat. § 7-111-104.
- B. The effective date of the merger shall be July 1, 1996.

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IN WITNESS WHEREOF, Boulder Apparel Corporation and Premier Sports Group, Inc. have each executed these articles of merger this 1<sup>st</sup> day of July, 1996.

BOULDER APPAREL CORPORATION

ATTEST:

BY: [Signature]  
President

[Signature]  
Secretary

[Signature]  
A. Merri

Majority of Board of Directors of Boulder Apparel Corporation

PREMIER SPORTS GROUP, INC.

ATTEST:

BY: [Signature]  
President

[Signature]  
Secretary

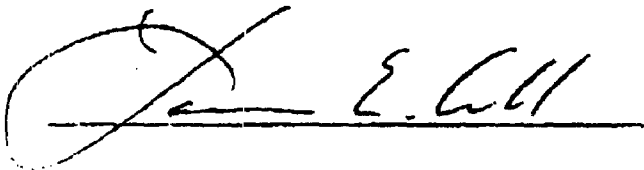
[Signature]  
A. Merri

Majority of Board of Directors of Premier Sports Group, Inc.

**PREMIER SPORTS GROUP, INC.  
SHAREHOLDERS' CERTIFICATE OF MERGER**

The undersigned, being shareholder of Premier Sports Group, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Colorado, owning 100% of the capital stock of the Corporation, certifies that that, by unanimous action of the shareholders of the Corporation, taken on July 1, 1996, 1996 without a meeting as provided under Colo. Rev. Stat. § 7-107-104 (1986 & Supp. 1994), all of the shareholders of the Corporation do approve the attached Plan of Merger of Boulder Apparel Corporation, a corporation organized and existing under and by virtue of the laws of the State of Colorado, with the Corporation.

Name of Shareholder	Number of Shares	Percentage of Outstanding Shares Owned
LAURENCE E. CRABB	550,000	100%

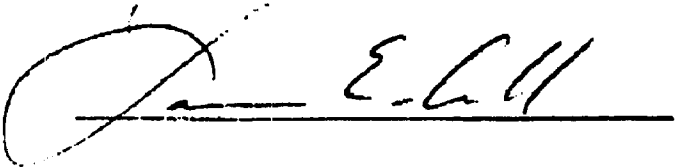


A handwritten signature in cursive script, appearing to read "L. E. Crabb", is written over a horizontal line.

**BOULDER APPAREL CORPORATION  
SHAREHOLDERS' CERTIFICATE OF MERGER**

The undersigned, being shareholder of Boulder Apparel Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Colorado, owning 100% of the capital stock of the Corporation, certifies that that, by unanimous action of the shareholders of the Corporation, taken on July 1, 1996, 1996 without a meeting as provided under Colo. Rev. Stat. § 7-107-104 (1986 & Supp. 1994), all of the shareholders of the Corporation do approve the attached Plan of Merger of the Corporation with Premier Sports Group, Inc., a corporation organized and existing under and by virtue of the laws of the State of Colorado.

Name of Shareholder	Number of Shares	Percentage of Outstanding Shares Owned
LAURENCE E. CRABB	680,000	100%



A handwritten signature in cursive script, appearing to read "Laurence E. Crabb", is written over a horizontal line.



MERGER \_\_\_\_\_ CONSOLIDATION \_\_\_\_\_

CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER \_\_\_\_\_

DOMESTIC \_\_\_\_\_ FOREIGN \_\_\_\_\_ PROFIT \_\_\_\_\_ NONPROFIT \_\_\_\_\_

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MERGER #961109227

BOULDER APPAREL CORPORATION DP901067565  
(COLORADO CORPORATION)

INTO

PREMIER SPORTS GROUP, INC. DP881064129  
(COLORADO CORPORATION)

THE SURVIVOR

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRANSMITTAL LETTER (GENERAL)  
(With Certificate of Mailing by Express Mail)

Applicant/Registrant: Premier Sports Group, Inc.  
Serial No.:  
Registration No.: 1,729,504; 1,718,323; 1,713,798  
Trademark:

Docket No.  
372510-158

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:


Transmitted herewith is/are the following document(s):

- 1.) Recordation Form Cover Sheet
- 2.) Articles of Merger
- 3.) Acknowledgement post card

No fee is required.

Please charge Deposit Account No. \_\_\_\_\_ in the amount of \_\_\_\_\_  
A duplicate copy of this sheet is enclosed.

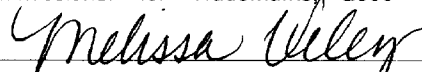
A check in the amount of \$90.00 is attached.  
Any excess or insufficiency should be credited or debited to Deposit Account No. 02-4952  
A duplicate copy of this sheet is enclosed.

  
Signature

Dated: September 14 1998

Carol M. Nielsen  
Butler & Binion, L.L.P.  
1000 Louisiana, Suite 1600  
Houston, TX 77002

I certify that this document and fee is being deposited on September 14 1998 with the U.S. Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive,

  
Signature of Person Mailing Correspondence

Melissa Velez  
Typed or Printed Name of Person Mailing Correspondence

EM347599775 US  
"Express Mail" Mailing Label Number

cc: EM347599775US

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

TRANSMITTAL LETTER (GENERAL)  
(With Certificate of Mailing by Express Mail)

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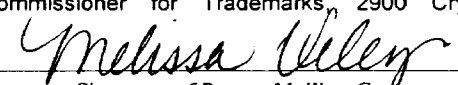
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\_\_\_\_\_  
*Signature*

Dated: **September 14 1998**

**Carol M. Nielsen**  
**Butler & Binion, L.L.P.**  
**1000 Louisiana, Suite 1600**  
**Houston, TX 77002**

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*Signature of Person Mailing Correspondence*

**Melissa Velez**  
\_\_\_\_\_  
*Typed or Printed Name of Person Mailing Correspondence*

**EM347599775US**  
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*"Express Mail" Mailing Label Number*

cc: **EM347599775US**