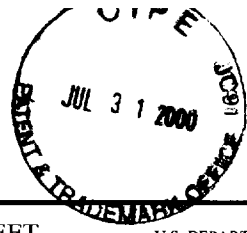


08-25-2000



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7-31-00

FORM PTO-1594

1-31-92

To the Honorable

COVER SHEET

U.S. DEPARTMENT OF COMMERCE

ONLY

Patent and Trademark Office

is the attached original document or certified copy thereof.

1. Name of conveying Party(ies):  
NEVADA BOB'S PRO SHOP, INC.

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  
 Security Agreement  
 Other \_\_\_\_\_  
 Merger  
 Change of Name

Filing Date: October 7, 1999

2. Name and Address of receiving Party(ies):  
Name: MARCH ACQUISITION, INC.

Internal Address: \_\_\_\_\_  
Street Address: 12377 Merit Drive  
City: Dallas State: TX Zip: 75261

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Texas
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
  
SEE ATTACHED SCHEDULE A

B. Trademark Registration No.(s)  
  
SEE ATTACHED SCHEDULE A  
2168868

Additional sheet attached?  Yes  No

5. Name and address of party to whom correspondence concerning this matter should be mailed:  
  
**Jacobson, Price, Holman & Stern**  
400 7th Street, N.W.  
Washington, DC 20004  
Tel. 202-638-6666  
  
Attorney Docket No. 11861/G-11861

6. Total number of applications and registrations involved: 13  
7. Total fee (37 CFR 3.41)..... \$ 340.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit Account No.: 06-1358  
(Attach duplicate copy of this page if paying by deposit account):

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.*  
  
Simor L. Moskowitz      *Simor Moskowitz*      July 31, 2000  
Name of Person Signing      Signature      Date  
Total number of pages comprising cover sheet: 5

JPH&S 341-8/92

08/24/2000 MTHA11 00000229 2168868

01 FC:481 40.00 OP  
02 FC:482 300.00 OP

## SCHEDULE A

<b>MARK</b>	<b>APPL./REG. NO.</b>	<b>DATE</b>
NEVADA BOB & FLAG DESIGN	2,168,868	6/30/98
NEVADA BOB & FLAG DESIGN	2,235,815	3/30/99
NEVADA BOB & RACKET DESIGN	1,961,957	3/12/96
NEVADA BOB'S	1,477,182	2/16/88
NEVADA BOB'S	1,688,162	5/19/92
NEVADA BOB'S	2,233,921	3/23/99
NEVADA BOB'S GOLF & DESIGN	SN# 75/941,062	3/10/00
PRIMA	1,462,974	10/27/87
PRIMA	2,046,177	3/18/97
STRATER	1,656,880	9/10/91
TRI-ROLLER	2,216,544	1/5/99
YOUR GAME. YOUR STORE	SN# 75/941,650	3/10/00



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

NEVADA BOB'S PRO SHOP, INC.  
A Nevada no permit entity  
with  
MARCH ACQUISITION, INC.  
A Texas corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed                    October 7, 1999

Effective              October 7, 1999



*Elton Bomer*

FILED  
In the Office of the  
Secretary of State of Texas

001 07 1999

**ARTICLES OF MERGER**

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, March Acquisition, Inc., ("Parent Corporation"), has adopted the following Articles of Merger for the purpose of merging Nevada Bob's Pro Shop, Inc. ("Pro Shop"), INTO THE PARENT CORPORATION.

1. Parent Corporation is organized under the laws of the State of Texas. Pro Shop is organized under the laws of the State of Nevada. The laws of the State of Texas, under which Parent Corporation is organized permit the merger specified in these Articles.

2. The number of outstanding shares of each class of Pro Shop and the number of such shares of each class owned by the Parent Corporation are as follows:

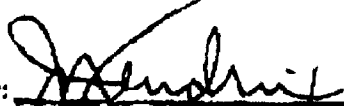
Number of Shares	Designation of Class	Number of Shares Owned By Outstanding Parent
<u>2,900,000</u>	<u>Common Stock</u>	<u>2,900,000</u>
_____	_____	_____
_____	_____	_____

3. A copy of the merger resolution adopted by the Board of Directors of the Parent Corporation approving the merger of Pro Shop into the Parent Corporation is attached to and incorporated by reference into these Articles as Exhibit A. The resolution was approved on October 4, 1999.

4. The Parent Corporation shall be governed by the laws of the State of Texas.

Dated: October 4, 1999

MARCH ACQUISITION, INC.

By:   
James W. Hendrix  
Vice President/Secretary

RESOLUTION OF MERGER BY DIRECTORS OF  
MARCH ACQUISITION, INC.

IT IS RESOLVED that:

1. Nevada Bob's Pro Shop, Inc., a corporation duly organized and existing under the laws of the State of Nevada, be merged into this corporation pursuant to Article 5.16 of the Texas Business Corporation Act;

2. Any one officer or director of this corporation is authorized and directed to perform all acts and to execute and file all documents necessary to effectuate the merger pursuant to Article 5.16, of the Texas Business Corporation Act.

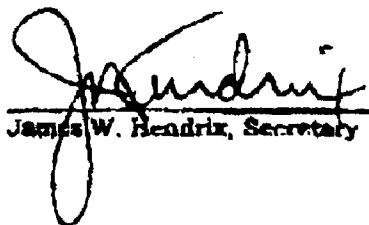
CERTIFICATE OF SECRETARY

I, James W. Hendrix, certify that:

1. I am the duly qualified and acting Secretary of March Acquisition, Inc., a duly organized and existing Texas corporation.

2. The above resolution is in conformity with the articles of incorporation and bylaws of the corporation, has never been modified or repealed, and is in full force and effect.

Dated: October 4, 1999

  
James W. Hendrix, Secretary