



02-16-2001

Docket No.:

38763.1.1

02-12-2001



101614407

U.S. Patent & TMO/TM Mail Rpt Dt. #57

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Premier Sports Facilities Group, Inc.**  
**5108 Cedar Lake Road**  
**Minneapolis, MN 55416**

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

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

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

Name: Athletica, Inc.

Internal Address: \_\_\_\_\_

Street Address: 4814 Park Glen Road

City: Minneapolis                      State: MN      ZIP: 55416

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Minnesota  
 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: 2-12-01

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: April 3, 2000

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

A. Trademark Application No.(s)  
7:613,743

B. Trademark Registration No.(s)

Additional numbers                       Yes  No

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

Name: Melanie J. Cicchese

Internal Address: 1100 International Centre

Street Address: 900 Second Avenue South

City: Minneapolis                      State: MN      ZIP: 55402

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
06-1910

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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.*

Melanie J. Cicchese                      Melanie Cicchese 2-12-01                      \_\_\_\_\_  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

**4**

TRADEMARK

REEL: 002237 FRAME: 0512

7U-190

**State of Minnesota****SECRETARY OF STATE***Certificate of Merger*

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

**MN: PREMIER SPORTS FACILITIES GROUP, INC.**

**MN: ATHLETICA, INC.**

*State of Formation and Name of Surviving Entity:*

**MN: ATHLETICA, INC.**

*Effective Date of Merger: April 3, 2000*

*Name of Surviving Entity After Effective Date of Merger:*

**ATHLETICA, INC.**

*This certificate has been issued on: April 3, 2000.*



*Mary Kiffmeyer*  
Secretary of State

**ARTICLES OF MERGER  
OF  
PREMIER SPORTS FACILITIES GROUP, INC.  
INTO  
ATHLETICA, INC.**

The undersigned hereby adopt these Articles of Merger pursuant to the provisions of Minnesota Statutes, Chapter 302A.

The following Plan of Merger was unanimously approved by the shareholders and by the board of directors of each of the undersigned corporations, in the manner prescribed by Minnesota Statutes, Section 302A.613:

**"PLAN OF MERGER  
OF  
PREMIER SPORTS FACILITIES GROUP, INC.  
INTO  
ATHLETICA, INC.**

This Plan of Merger, dated as of January 1, 2000, is made and entered into by and between Athletica, Inc., a Minnesota corporation (the "Surviving Corporation"), and Premier Sports Facilities Group, Inc., a Minnesota corporation (the "Merged Corporation").

**WITNESSETH:**

WHEREAS, the board of directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger;

NOW, THEREFORE, it is hereby agreed by and between the parties that, effective as of the date the Articles of Merger are filed with the Minnesota Secretary of State (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

1. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be Athletica, Inc.

2. Upon the Effective Date, each share of the issued and outstanding stock of the Merged Corporation shall be cancelled. All shares of stock of the Surviving Corporation which are outstanding immediately prior to the Effective Date shall remain outstanding immediately after the Effective Date as an identical share of the Surviving Corporation.

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3. Upon the Effective Date, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall thereupon continue its corporate existence and possess all the rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities and duties of the Merged Corporation, and all the property, real, personal and mixed, all debts due to the Merged Corporation in whatever account, all choses in action, and all other property and interest belonging to the Merged Corporation shall be and become the property of the Surviving Corporation; all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved and unimpaired, and all debts, liabilities and duties of the Merged Corporation shall thereafter attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the merger.

5. The officers and directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the officers and directors of the Surviving Corporation immediately after the merger, and until the next election of the board of directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

These Articles of Merger are dated January 1, 2000, and the merger is to be effective on the Effective Date as set forth in the Plan of Merger.

**ATHLETICA, INC.**

By: David Battel  
David B. Battel, Chief Executive Officer

**PREMIER SPORTS FACILITIES GROUP, INC.**

By: David Battel  
David B. Battel, Chief Executive Officer

STATE OF MINNESOTA  
FILED-

APR 03 2000

Henry Kilgus  
Secretary of State