

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Primo Rubber Company		10/05/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Primo Sport, Inc.
Street Address:	814 Interchange Boulevard
City:	Newark
State/Country:	DELAWARE
Postal Code:	19711
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	77137521	PRIMOSPORT
Serial Number:	77137530	THE WILL TO WIN
Serial Number:	77137540	

CORRESPONDENCE DATA

Fax Number: (302)984-6399
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: Basil S. Krikelis
 Email: bkrikelis@mccarter.com, kknoll@mccarter.com
 Correspondent Name: McCarter & English, LLP
 Address Line 1: 405 N. King Street
 Address Line 2: Renaissance Centre, 8th Floor
 Address Line 4: Wilmington, DELAWARE 19801

ATTORNEY DOCKET NUMBER:	101053/00001
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CH \$90.00 77137521

NAME OF SUBMITTER:	Basil S. Krikelis
Signature:	/Basil S. Krikelis/
Date:	11/01/2007
Total Attachments: 4 source=Primo Sport Inc. - Certificate of Merger (Certified Copy)#page1.tif source=Primo Sport Inc. - Certificate of Merger (Certified Copy)#page2.tif source=Primo Sport Inc. - Certificate of Merger (Certified Copy)#page3.tif source=Primo Sport Inc. - Certificate of Merger (Certified Copy)#page4.tif	

Delaware

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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 MERGER, WHICH MERGES:

"PRIMO RUBBER CO.", A DELAWARE CORPORATION,
WITH AND INTO "PRIMO RESEARCH, INC." UNDER THE NAME OF
"PRIMO SPORT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FIFTH DAY OF OCTOBER, A.D. 2007, AT 2:11 O'CLOCK P.M.

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

3863894 8100M

071089833



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6055792

DATE: 10-05-07

TRADEMARK
REEL: 003651 FRAME: 0851

CERTIFICATE OF MERGER
of
PRIMO RUBBER CO.
(a Delaware corporation)

with and into

PRIMO RESEARCH, INC.
(a Delaware corporation)

AND NOW this 5th day of October, 2007, comes the undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

FIRST: The name, state of incorporation, and date of incorporation of each of the constituent corporations of the merger is as follows:

- (a) Primo Rubber Co. was incorporated under the laws of the State of Delaware on January 21, 2003.
- (b) Primo Research, Inc. was incorporated under the laws of the State of Delaware on October 12, 2004.

SECOND: A Plan and Agreement of Merger ("Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger shall be changed to "**Primo Sport, Inc.**"

FOURTH: The certificate of incorporation of Primo Research, Inc. shall be the Certificate of Incorporation of the surviving corporation; provided, that such certificate of incorporation shall be amended, effective upon the filing of this Certificate of Merger, (a) to reflect the change of name referenced above in Article THIRD hereof, and , (b) by deleting the existing Article FOURTH of the certificate of incorporation of Primo Research, Inc. in its entirety and replacing it in its entirety with the following language:

FOURTH: The total number of shares of stock which the corporation shall have authority to issues is One Thousand (1,000) shares of common stock, without par value. Five Hundred (500) shares of the common stock shall be

designated as Class A Common Stock, and Five Hundred (500) shares of the common stock shall be designated as Class B Common Stock.

FIFTH: The Merger Agreement is on file at the principal place of business of the surviving corporation at 814 Interchange Boulevard, Newark DE 19711.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

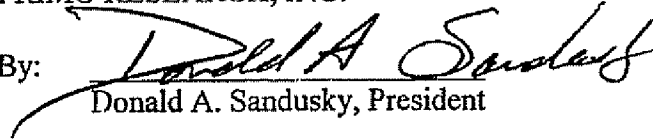
SEVENTH: The Merger shall be effective when filed.

[Signature page follows.]

IN WITNESS WHEREOF, Primo Research, Inc. has caused the Certificate of Merger to be signed by Donald A. Sandusky, its authorized officer, as of the date first above written.

PRIMO RESEARCH, INC.

By:


Donald A. Sandusky, President

[Signature Page - Certificate of Merger]