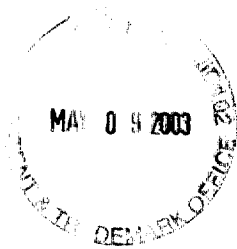


RECORDATION COVER SHEET - PATENTS



D #

5-9-03

1. Conveying Party(ies): Ektelon
2. Receiving Party: Name: Prince Sports Group, Inc.
Address: One Sportsystem Plaza
Bordentown, NJ 08505

3. Nature of Conveyance: Merger

Execution Date: November 28, 1994

05-15-2003



102448076

4. Patent Nos.: RE 34,067 RE 34,068
5,470,061 5,568,921

5. Correspondence

Name and Address: Robert B. Smith
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522

6. Total number of applications and patents involved: 4

7. Fee Amount: \$ 160.00

8. The Commissioner is authorized to charge deposit account No. 19-2385 for the above fee.

9. 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.

Robert B. Smith
Reg. No. 28, 538

Robert B. Smith
Signature

April 28, 2003
Date

Total number of pages including cover sheet: 7

05/14/2003 DBYRNE 00000105 192385 RE34067
01 FC:6021 160.00 CH

CERTIFICATE OF MERGER
OF
EKTELON
INTO
PRINCE SPORTS GROUP, INC.

DEC 2 1994

LONNA R. HOOKS
Secretary of State

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Title 14A of the Revised Statutes of New Jersey, the undersigned corporation hereby executes the following Certificate of Merger.

1. Prince Sports Group, Inc., a corporation organized and existing under the laws of the State of New Jersey and owning all of the outstanding shares of each class and series of Ektelon, its subsidiary corporation organized and existing under the laws of the State of California, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state, hereby agrees to the merger of that subsidiary corporation into Prince Sports Group, Inc., which is hereinafter designated as the surviving corporation.

The total authorized capital stock of the surviving corporation shall be 1,000 shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class as follows:

Class	Series (if any)	Number of Shares	Par Value Per Share or statement shares are without par value
Common Stock	None	1,000	No par value

The address of the surviving corporation's registered office is One Tennis Court, Bordentown, New Jersey 08550 and the name of its registered agent at such address is Charles L. Peifer.

2. The plan of merger, attached hereto, was approved by the board of directors of the undersigned corporation.

3. The number of outstanding shares of each class and series of Ektelon and the number of such shares of each class and series owned by the parent corporation is as follows:

Class	Number of Shares Outstanding	Number of Shares Owned By Parent
Common Stock	100	100

4. The effective date of this Certificate shall be December 31, 1994.

IN WITNESS WHEREOF the undersigned corporation has caused this Certificate of Merger to be executed in its name by its President, as of the ~~28th~~ day of November, 1994.

PRINCE SPORTS GROUP, INC.

By: _____

Charles L. Peifer

PLAN AND AGREEMENT OF MERGER

OF

EKTELON
(a California Corporation)

AND

PRINCE SPORTS GROUP, INC.
(a New Jersey Corporation)

PLAN AND AGREEMENT OF MERGER entered into on December, 1994 by Ektelon, a business corporation of the State of California, and approved by resolution adopted by its Board of Directors, and entered into on December, 1994 by Prince Sports Group, Inc., a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors.

WHEREAS Ektelon is a business corporation of the State of California with its registered office therein located at 8929 Aero Drive, San Diego, California 92123-2294, County of San Diego; and

WHEREAS the total number of shares of Stock which Ektelon has authority to issue is 2,500, consisting of 2,500 Common shares, each with a par value of \$10; and

WHEREAS Prince Sports Group, Inc. is a business corporation of the State of New Jersey with its principal office therein located at One Tennis Court, Bordentown, New Jersey 08505, County of Burlington; and

WHEREAS the total number of shares of stock which Prince Sports Group, Inc. has authority to issue is 1,000, all of which are of one class and without par value; and

WHEREAS the General Corporation law of the State of California permits a merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

WHEREAS the New Jersey Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of New Jersey; and

WHEREAS Ektelon and Prince Sports Group, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations to merge Ektelon with and into Prince Sports Group, Inc. pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the New Jersey Business Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Ektelon and approved by a resolution adopted by Its Board of Directors and being thereunto duly entered into by Prince Sports Group, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Ektelon and Prince Sports Group, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of California and to the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation to wit, Prince Sports Group, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name Prince Sports Group, Inc. pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Ektelon which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of California.

2. The Certificate of Incorporation of the surviving corporation as the same be in force and effect at the effective time in the State of New Jersey of the merger herein provided for shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the New Jersey Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, from and after the effective time of the merger, be cancelled.

6. The surviving corporation does hereby agree that it may be served with process in the State of California in any proceeding for enforcement of any obligation of terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the termination corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of California; does hereby irrevocably appoint the Secretary of the State of the State of California as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of California to which a copy of such process shall be mailed by the Secretary of State of the State of California

Prince Sports Group, Inc.
One Tennis Court
Bordentown, New Jersey 08505


7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of California and upon behalf of the surviving corporation in accordance with the provisions of the New Jersey Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of California and by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts within the State of California and the State of New Jersey and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan and Agreement of Merger or of the merger herein provided for.


IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: November 28, 1994


EKTELON

By: 
Charles L. Peifer
Chief Executive Officer

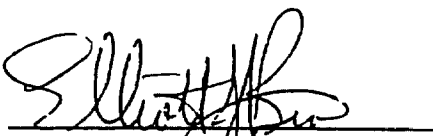
Attest:


Elliott J. Brown
Secretary

PRINCE SPORTS GROUP, INC.

By: 
Charles L. Peifer
Chief Executive Officer

Attest:


Elliott J. Brown
Secretary