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COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
SOS, Inc.

2. Name and address of receiving party(ies)

Name: Watermark PaddleSports, Inc.

Internal Address: _____

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

3. Nature of conveyance:

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

Street Address: 1385 8th Street

City: Arcata State: CA Zip: 95521

Execution Date: December 17, 2003

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____

B. Patent No.(s) 6,346,022

Additional numbers attached? Yes No

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

Name: Pierre C. Van Rysselberghe

Internal Address: Kolisch Hartwell, P.C.

Street Address: 520 S.W. Yamhill Street, Suite 200

City: Portland State: OR Zip: 97204

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

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-1540

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9. Signature.

Pierre C. Van Rysselberghe
Name of Person Signing

Signature

May 20, 2004
Date

Total number of pages including cover sheet, attachments, and documents: **4**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

05/25/2004 ECDOPER 00000003 6346022

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PATENT
REEL: 015355 FRAME: 0568

Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"SOS, INC.", A DELAWARE CORPORATION,

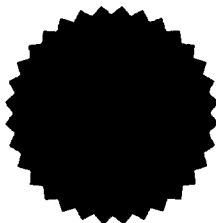
WITH AND INTO "WATERMARK PADDLESPORTS, INC." UNDER THE NAME OF "WATERMARK PADDLESPORTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 12:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

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

3125413 8100M

030813672



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2820002

DATE: 12-17-03

PATENT
REEL: 015355 FRAME: 0569

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SOS, INC., A DELAWARE CORPORATION

INTO

WATERMARK PADDLESPORTS, INC., A DELAWARE CORPORATION

Watermark Paddlesports, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. The Corporation was incorporated and duly organized pursuant to the general corporation law of the State of Delaware.
2. The Corporation owns all of the outstanding shares of each class of stock of SOS, Inc., a Delaware corporation (the "Subsidiary").
3. The Corporation, by resolutions duly adopted by its Board of Directors on December 12, 2003, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware, as set forth in the following resolutions:

RESOLVED, that the Corporation's wholly owned subsidiary SOS, Inc., a Delaware corporation (the "Subsidiary"), be merged (the "Merger") with and into the Corporation, pursuant to a certificate of ownership and merger to be filed with the Delaware Secretary of State under Section 253 of the Delaware General Corporation Law;

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take any and all actions, and execute, deliver and file any and all documents, deemed by them to be necessary to give effect to the Merger.

4. The Merger shall be effective on December 31, 2003.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 17th day of December, 2003.

WATERMARK PADDLESPORTS, INC.

By: *Thomas Fumarelli*

Name: Thomas Fumarelli
Title: Chief Financial Officer