

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNMENT |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| J. deBeer & Son, Inc. | 12/29/2005 |
| RECEIVING PARTY DATA | |
| Name: | Rawlings Sporting Goods Company, Inc |
| Street Address: | 510 Maryville University Drive |
| Internal Address: | Suite 110 |
| City: | St. Louis |
| State/Country: | MISSOURI |
| Postal Code: | 63141 |
| PROPERTY NUMBERS Total: 1 | |
| Property Type | Number |
| Application Number: | 12030075 |
| CORRESPONDENCE DATA | |
| Fax Number: | (615)242-2221 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 614-242-2400 |
| Email: | rdl@iplawgroup.com |
| Correspondent Name: | Ryan D. Levy |
| Address Line 1: | 1600 Division Street |
| Address Line 2: | Suite 500 |
| Address Line 4: | Nashville, TENNESSEE 37203 |
| NAME OF SUBMITTER: | Ryan D. Levy |
| Total Attachments: 5 source=Merger_Documents_For_deBeer_Merger_into_Rawlings#page1.tif source=Merger_Documents_For_deBeer_Merger_into_Rawlings#page2.tif source=Merger_Documents_For_deBeer_Merger_into_Rawlings#page3.tif source=Merger_Documents_For_deBeer_Merger_into_Rawlings#page4.tif | |

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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 OWNERSHIP, WHICH MERGES:

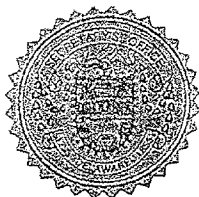
"J. DEBEER & SON, INC.", A TENNESSEE CORPORATION,
"WORTH ACCESSORIES, INC.", A TENNESSEE CORPORATION,
"WORTH BAT COMPANY, INC.", A TENNESSEE CORPORATION,
WITH AND INTO "RAWLINGS SPORTING GOODS COMPANY, INC." UNDER
THE NAME OF "RAWLINGS SPORTING GOODS COMPANY, INC.", A
CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH
DAY OF DECEMBER, A.D. 2005, AT 3:19 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. 2005, AT 5 O'CLOCK P.M.

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

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051077482



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4428275

DATE: 01-06-06

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CERTIFICATE OF OWNERSHIP AND MERGER

OF
WORTH BAT COMPANY, INC.
WORTH ACCESSORIES, INC.
J. DEBEER & SON, INC.
(each a Tennessee corporation)
with and into

RAWLINGS SPORTING GOODS COMPANY, INC. (a Delaware corporation)

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:18 PM 12/30/2005
FILED 03:19 PM 12/30/2005
SRV 051077482 - 2394808 FILE

PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned corporation hereby certifies that:

FIRST The names of the constituent corporations are as follows:

| Name | State of Incorporation |
|---------------------------------------|------------------------|
| Worth Bat Company, Inc. | Tennessee |
| Worth Accessories, Inc. | Tennessee |
| J. deBeer & Son, Inc. | Tennessee |
| Rawlings Sporting Goods Company, Inc. | Delaware |

SECOND: Rawlings Sporting Goods Company, Inc. (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.

THIRD: The Corporation is the owner of all of the outstanding shares of common stock of each of Worth Bat Company, Inc., Worth Accessories, Inc. and J. deBeer & Son, Inc. (hereinafter referred to as the "Worth Entities"), which are business corporations of the State of Tennessee.

FOURTH: The laws of the jurisdiction of organization of the Worth Entities permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FIFTH: The Corporation hereby merges the Worth Entities into the Corporation, with the Corporation being the surviving entity.

SIXTH: Attached as Exhibit A is a copy of the resolutions adopted on December 27, 2005 by the Board of Directors of the Corporation approving the merger of the Worth Entities with and into the Corporation.

SEVENTH: This Merger shall become effective on December 31, 2005 at 5:00 pm Eastern Standard Time.

[Signature Page to follow]

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NO. 4977 : 3

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger
as of December 29, 2005

RAWLINGS SPORTING GOODS COMPANY, INC.,
a Delaware corporation

By: 

Name: Monte H. Baier

Title: Vice President and General Counsel

DE BC OF CERTIFICATE OF OWNERSHIP AND MERGERS

Rawlings World Substantive Merger Certificate 00013731

ACTION BY WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
RAWLINGS SPORTING GOODS COMPANY, INC.,
a Delaware corporation

The undersigned, being all of the duly elected and appointed directors of Rawlings Sporting Goods Company, Inc., a Delaware corporation (the "Corporation"), acting pursuant to the authority of Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt the following resolutions, effective as of December 27, 2005:

APPROVAL AND AUTHORIZATION OF MERCER

WHEREAS, the Board of Directors is considering the merger of Worth Bat Company, Inc., a Tennessee corporation and wholly-owned subsidiary of the Corporation ("Worth Bat"), Worth Accessories, Inc., a Tennessee corporation and wholly-owned subsidiary of the Corporation ("Worth Accessories") and J. deBeer & Son, Inc., a Tennessee corporation and wholly-owned subsidiary of the Corporation ("deBeer"), with and into the Corporation, upon the consummation of which the separate existence of Worth Bat, Worth Accessories and deBeer shall cease and the Corporation shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Merger");

WHEREAS, Section 253 of the DGCL and Section 48-21-105 of the Corporation Law of the State of Tennessee requires that the Board of Directors of the Corporation adopt a resolution approving an agreement of merger or consolidation; and

WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation to enter into an Agreement and Plan of Merger by and among the Corporation and Worth Bat, Worth Accessories and deBeer, in substantially the form presented to the Board of Directors and attached as Exhibit A hereto (the "Merger Agreement"), which provides for, among other things, the Merger

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Merger Agreement be, and they hereby are, authorized and approved;

RESOLVED FURTHER, that each of the officers of the Corporation, Worth Bat, Worth Accessories and deBeer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, to execute and deliver the Merger Agreement, together with such modifications, additions and deletions thereto as are deemed, in their sole discretion, appropriate, advisable or necessary by such officers, or any of them, which modifications, additions and deletions are hereby approved and authorized, except such modifications, additions and deletions as would modify the foregoing resolutions; and

RESOLVED FURTHER, that each of the officers of the Corporation, Worth Bat, Worth Accessories and deBeer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, to take from time to time any and all such action and to execute and deliver from time to time any and all further papers, instruments, requests, receipts, applications, reports, certificates and other documents as may be deemed necessary or advisable in the opinion of any such officer to effectuate and consummate the Merger and the transactions contemplated by the Merger Agreement and any documents referred to therein, including the filing of any such documents with the Secretary of States of the State of Delaware and Tennessee

GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED FURTHER, that each of the officers of the Corporation, Worth Bat, Worth Accessories and deBeer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, all such certificates, instruments, agreements or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents;

RESOLVED FURTHER, that all actions taken prior to the adoption of these resolutions by any officer or director of the Corporation, Worth Bat, Worth Accessories and deBeer in connection with the transactions contemplated herein, which are within the authority conferred hereby had these resolutions been predated such actions, are hereby ratified, confirmed and approved; and

RESOLVED FURTHER, that this Action by Written Consent be filed by the Secretary of the Corporation and inserted in the minute book of the Corporation