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PATENTS
TRADEMARKS
& RELATED MATTERS

SEYMOUR ROTHSTEIN
DAVID L. APPELEGATE
OF COUNSEL

October 30, 2000

11-09-2000



101511280

MED
11-02-00

Director - U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

Re: Recordation of Certificate of Merger

Dear Sir:

Please record the attached true and correct copy of the original Certificate of Merger document.

1. The name of the conveying party is: North Sails Group, Interim, Inc.
2. The name and address of the receiving party is: North Sails Group, LLC, 9 Research Drive, Milford, Connecticut 06460.
3. The conveyance is a merger effective on June 30, 2000.
4. The Trademark Registrations and Trademark Application against which the document is to be recorded are:

<u>Registration/Serial No.</u>	<u>Trademark</u>
2,111,604	NORTH SAILS
2,108,210	NS NORTH SAILS and Design
1,883,633	3DL
1,718,228	GATORBACK
1,447,568	NORLAM
1,214,883	NORTH SAILS
1,009,955	NS NORTH SAILS and Design
76/041,028	GENNAKER

11/08/2000 MTHAI1 00000266 2111604

01 FC:481
02 FC:482

40.00 DP
175.00 DP

TRADEMARK
REEL: 002171 FRAME: 0326

5. All correspondence concerning this document should be mailed to: Olson & Hierl, Ltd., 20 North Wacker Drive, 36th Floor, Chicago, IL 60606. Please return the original document to the attention of Deborah A. Melchi.

6. Seven Trademark Registrations and One Trademark Application are involved at a recordal fee of \$215.00. [§37 C.F.R. 1.21 (h)].

7. The total fee (37 C.F.R. 3.41) of \$215.00 (Check No. 16919) is enclosed.

8. Please credit any overpayment or charge any underpayment to Deposit Account No. 15-0508.

9. To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true and correct copy of the original document.

Respectfully submitted,

OLSON & HIERL, LTD.

By Deborah A. Melchi
Deborah A. Melchi
Paralegal

Enclosures

CERTIFICATE OF MAILING

I hereby certify that this paper, fee and the attachments are being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignments, Director - U.S. Patent and Trademark Office, Washington, D.C. 20231 on this 30th day of October, 2000.

Deborah A. Melchi
Deborah A. Melchi

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"NORTH SAILS GROUP INTERIM, INC.", A DELAWARE CORPORATION, WITH AND INTO "NORTH SAILS GROUP, LLC" UNDER THE NAME OF "NORTH SAILS GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 2:05 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0535933

DATE: 06-30-00

TRADEMARK

REEL: 002171 FRAME: 0328

CERTIFICATE OF MERGER

MERGING

NORTH SAILS GROUP INTERIM, INC.
(a Delaware corporation)

INTO

NORTH SAILS GROUP, LLC
(a Delaware limited liability company)

Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act and
Section 264 of the Delaware General Corporation Law

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: That the name and state of organization of each of the constituent entities to the merger is as follows:

North Sails Group Interim, Inc.	Incorporated in Delaware
North Sails Group, LLC	Organized in Delaware

SECOND: That each of the constituent entities has approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving entity to the merger is North Sails Group, LLC.

FOURTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company, the address of which is 9 Research Drive, Suite 2, Milford, Connecticut 06460.

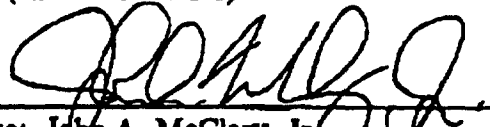
FIFTH: That the surviving corporation will furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any stockholder or member of any constituent entity.

SIXTH: That the effective date of this Certificate of Merger shall be June 30, 2000 at 5:00 p.m. EST.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 30th day of June, 2000.

NORTH SAILS GROUP, LLC

By: Windway Capital Corp.
(Its Sole Member)

By: 
Name: John A. McClary, Jr.
Title: Vice President and Chief Financial Officer