

Form PTO-1595
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MPD
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02-28-2001

MERCE
Office

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eof.

To the Honorable Commissioner of Patents and Trademarks. Please record

1. Name of conveying party(ies): *MPD*
Prince Sports Group, Inc. *11-7-00*

Individual(s) Association
 General Partnership Partnership
 Corporation-State NJ
 Other

Additional name(s) of conveying party(ies) attached?
 yes no

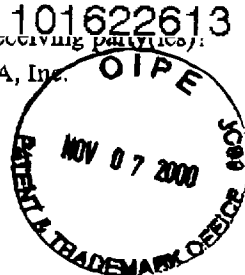
*See attachment A

2. Name and address of receiving party(ies):
Benetton Sportssystem USA, Inc. *O I P E*
One Sportssystem Plaza
Bordentown, NJ 08505

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State NJ
 Other

Additional name(s) & address(es) attached?
 yes no

Appointment of Domestic Representative attached?
 yes no



3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Names
 Other

Execution Date: ~~December 13, 2000~~ December 13, 1999

4. Application number(s) or registration number(s): **SEE ATTACHED LIST**

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved: 82

7. Total Fee (37 CFR 3.41): \$2065.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880
(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN THIS SPACE

9. Statement and Signature.

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.

Jane R. Stenberg
Name

11/7/00
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

11/28/2000 GT011 00000266 75117345
01 FC:481 40.00 OP
02 FC:482 2025.00 OP

ATTACHMENT A

1. Prince Sports Group, Inc., merged into Benetton Sportssystem Communications, Inc. on December 13, 1999.
2. Benetton Sportssystem Communications, Inc., merged into Nordica USA, on December 13, 1999.
3. Nordica USA, was merged into Benetton Sportssystem Active North America, Inc. on December 13, 1999.
4. Benetton Sportssystem Active North America, Inc., changed its name to Benetton Sportssystem USA, Inc. on January 5, 2000 pursuant to paragraph 3 of the Plan and Agreement of Merger attached to the Certificate of Merger filed herewith.

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Status	Classes	Goods
AEROTYPE	75/117,345	12-Jun-96	2,039,193	18-Feb-97	Registered	25	Athletic Footwear
CLASSIC	73/538,766		1,402,294	22-Jul-86	Registered	28	racquet ball glove
DNA	75/206,614	02-Dec-96	2,141,606	03-Mar-98	Registered	28	Racquet strings
DURAFLEX	75/241,013	11-Feb-97	2,120,034	09-Dec-97	Registered	28	Racquet string
DURAPERF	75/047,076	18-Jan-96	2,068,010	03-Jun-97	Registered	28	sports racquet grips
EKTELON	74/637,267	22-Feb-95	2,104,531	14-Oct-97	Registered	7, 25	Racquet stringing machines, sport shirts, shorts, gloves, socks, warmup outfits and footwear
EKTELON	75/241,633	13-Feb-97	2,118,113	02-Dec-97	Registered	18	All purpose sports bags, tote bags, and luggage
EKTELON (Word and logo)	73/293,936	22-Jan-81	1,202,163	20-Jul-82	Registered	28	paddle and racquetball racquets, racquetball gloves, racquetball racquet holding straps, bags
EKTELON (WORD)	72/448,105		976,308	08-Jan-74	Registered	28	tennis racquet, paddle and racquet ball racquets, and tennis racquet stringers
EKTELON LOGO (FLAME ONLY)		22-Jan-81	1,210,697	28-Sep-82	Registered	28	Racquet stringing machine, racquetball gloves and racquetball holding straps
ENDURANCE	77/1798	27-Dec-88	1,630,967	08-Jan-91	Registered	28	tennis racket string
EXCEL	75/749,232	14-Jul-99			Pending	28	Stringed sports racquets
EXTENDAMP	74/469,438	14-Dec-94	1,947,325	09-Jan-96	Registered	28	vibration absorbing device for racquets
EXTENDER	769368	14-Dec-88	1,547,561	11-Jul-89	Registered	28	squash and tennis racquets
FEATHERSTRIKE	75/438,069	20-Feb-98	2,254,495	15-Jun-99	Registered	28	Sports racquets, namely tennis, squash, racquetball, and badminton racquets
FUSION	75/229,497	23-Jan-97	2,257,578	29-Jun-99	Registered	28	Tennis, squash, badminton and racquetball racquets
HELIX	75/206,615	02-Dec-96	2,141,607	03-Mar-98	Registered	28	Racquet strings
HYDROTITE	75/387,802	10-Nov-97	2,296,706	30-Nov-99	Registered	24	fabrics
LITEBEAM	75/704,364	13-May-99			Published	28	sports racquets, namely, tennis, squash, racquetball and badminton racquets
LONGBODY	74/694,386	27-Jun-95	2,222,094	09-Feb-99	Registered	28	Stringed sports racquets

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Status	Classes	Goods
LONGBODY & DESIGN	75/071,295	07-Mar-96	2,203,442	17-Nov-98	Registered	28	Sports racquets
MAGNUM	73/550,482	29-Jul-85	1,394,173	20-May-86	Registered	28	weight lifting glove
MISCELLANEOUS DESIGN(2 WINDOW DESIGN)	75/829,445	21-Oct-99			Pending	28	Stringed sports racquets, namely, tennis, squash, badminton, and racquetball racquets
MISCELLANEOUS DESIGN(3 ARROW DESIGN)	75/829,448	21-Oct-99			Published	28	Stringed sports racquets, namely, tennis, squash, badminton, and racquetball racquets
MORPH BEAM	75/442,233	27-Feb-98			Pending	28	Sports racquets, namely, tennis, racquetball, squash, and badminton
NATURAL FOOT SHAPE	74/671,097	08-May-95	2,104,360	07-Oct-97	Registered	25	Athletic footwear
NEOS	75/207,969	03-Dec-96	2,121,513	16-Dec-97	Registered		Tennis racket stringing machine
NFS LOGO	75/054,289	06-Feb-96	2,027,123	31-Dec-96	Registered	25	Aerotype shoes
P logo	210442	05-Apr-79	1,175,337	27-Oct-81	Registered	28	tennis rackets
P logo	422860	22-Apr-83	1307141	27-Nov-84	Registered	25	tennis shoes
P LOGO	74/731,281	21-Feb-96	2,015,230	12-Nov-96	Registered	25	hats and socks
P LOGO	75/085,992	08-Apr-96	2,093,689	02-Sep-97	Registered	28	Golf clubs, golf club grips and golf covers All purpose sports bags
PLAY WITH FIRE	75/731,553	16-Jun-99			Published	28	Stringed sports racquets
POWER RING	75/085,994	08-Apr-96	2,082,484	22-Jul-97	Registered	28	Stringed sports racquets namely tennis racquets, badminton racquets, squash racquets and racquetball racquets.
POWERFAN	75/799,462	14-Sep-99			Published	28	Stringed sports racquets
POWERPRO	75/325,429	16-Jul-97	2,237,673	06-Apr-99	Registered	28	Balls for playing racquetball and tennis
PRECISION	74/467,246	08-Dec-93	1,918,918	12-Sep-95	Registered	28	tennis, squash and badminton racquets
EQUIPE	75/474,717	28-Jan-98	2,218,935	19-Jan-99	Registered	28	tennis racquets
PRINCE	75/241,541	13-Feb-97	2,120,037	09-Dec-97	Registered	18	Golf Bags
PRINCE (WORD)	156499	25-Jan-78	1,103,956	10-Oct-78	Registered	28	tennis string and tennis balls

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Status	Classes	Goods
PRINCE (WORD)	421464	14-Apr-83	1,284,452	03-Jul-84	Registered	28	tennis ball throwing machines
PRINCE (WORD)	67890	03-Nov-75	1,049,720	05-Oct-76	Registered	28	tennis rackets and tennis racket covers
PRINCE (word)	74/653,460	29-Mar-95	1,992,784	13-Aug-96	Registered	28	Golf clubs and golf balls
PRINCE (WORD)	75/372,346	14-Oct-97			Published	18, 28	table tennis paddles, balls, bags, nets and tables
PRINCE FITNESS	75/704,765	13-May-99			Pending	25	Athletic shoes
PRINCE LOGO (NEW)	422861	22-Apr-83	1,290,202	14-Aug-84	Registered	25	tennis shoes
PRINCE LOGO (NEW)	502433	04-Oct-84	1,352,974	06-Aug-85	Registered	25	shorts, sweaters and sweater vests
PRINCE LOGO (NEW)	651545	26-Mar-87	1,462,052	20-Oct-87	Registered	28	squash racquets
PRINCE LOGO (NEW)	815063	26-Jul-89	1,596,440	15-May-90	Registered	18, 28	athletic bags, tennis and squash racquets and racquet string
PRINCE P LOGO	75/085,991	08-Apr-96	2,086,565	05-Aug-97	Registered	28	Golf clubs, golf club grips and golf covers
PRINCE P LOGO	75/085,995	08-Apr-96	2,047,632	25-Mar-97	Registered	18	Sports Bags
PRINCE P LOGO	75/138,725	23-Jul-96	2,052,953	15-Apr-97	Registered	25	Shirts, shorts, pants, warmup suits, warmup jackets sold separately, skirts, hats, and shoes
PRINCE PRO	251922	28-Feb-80	1,162,105	21-Jul-81	Registered	28	tennis rackets
PRINCEGRIP	75/764,694	30-Jul-99			Pending	28	STRINGED SPORTS RACQUETS
PRO BLEND	75/772,461	10-Aug-99			Pending	28	clothing, namely socks
PROBLEND	450672	31-Oct-83	1,300,735	16-Oct-84	Registered	28	tennis racquet strings
QUANTUM	74/042,975		1,627,368	11-Dec-80	Registered	28	protective sports goggles
QUIKTRAC	75/438,968	23-Feb-98	2,275,025	31-Aug-99	Registered	25	Athletic footwear
QUIKTRAC & Design	75/759,057	23-Jul-99			Published	25	Athletic shoes
RACQUETBALLER	73/439,878	18-Aug-83	1,369,203	05-Nov-85	Registered	28	racquetball gloves and bags for carrying racquetball equipment
REACT	75/749,231	14-Jul-99			Pending	28	Stringed sports racquets
RIPSTICK	75/229,498	23-Jan-97	2,168,555	23-Jun-98	Registered	28	Sports racquets, namely, racquetball, tennis, squash and badminton racquets

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Status	Classes	Goods
ROTO SHIELD SCREAM	75/387,821	10-Nov-97 21-Apr-00	2,267,723	03-Aug-99	Registered Pending	9 28	Athletic eyeguards Stringed sports racquets
SHOCK ERASER	75/329,450	23-Jul-97	2,222,048	02-Feb-99	Registered	28	Vibration dampener in the nature of a pneumatic shock absorber inserted into the shafts of golf clubs
SHOCK ERASER	75/452,780	19-Mar-98	2,265,755	27-Jul-99	Registered	28	Vibration dampener for use with sports racquets
SHOCK ERASER	75/759,056	23-Jul-99			Published	25	Athletic shoes
STROBE	75/751,053	14-Jul-99			Pending	28	Stringed sports racquets
SYNERGY	75/392,707	19-Nov-97	2,207,245	01-Dec-98	Registered	28	tennis racquets
THUNDER	75/020,824	16-Nov-95	2,102,614	07-Oct-97	Registered	28	Sports racquets, namely tennis, tennis, squash, racquetball and badminton racquets
THUNDERBOLT	75/158,211	27-Aug-96			Pending	28	sports racquets, namely, tennis, squash, racquetball and badminton racquets
THUNDERSTICK	75/060,653	21-Feb-96	2,177,194	28-Jul-98	Registered	28	Golf clubs
TOPSPIN	790332	31-Mar-89	1,581,712	06-Feb-90	Registered	28	tennis racket string
TRIPLE THREAT	75/731,554	16-Jun-99			Published	28	Stringed sports racquets
VENDETTA	75/874,918	17-Dec-99			Pending	28	Sports racquets
VISION GRIP	74/637,273	22-Feb-95	2,003,677	24-Sep-96	Registered	28	Grips for sports racquets
WALLBANGER	75/052,583	02-Feb-96	2,090,003	19-Aug-97	Registered	28	Sports racquets for squash and racquetball
WALLBANGER	75/430,112	06-Feb-98	2,254,490	15-Jun-99	Registered	28	Racquetball gloves
WALLBEATER	75/052,579	02-Feb-96	2,070,826	10-Jun-97	Registered	28	Bumper strips on squash and racquetball racquets for absorbing shock when the racquet frame contacts the ground or other solid surface; and for sports racquets for squash and racquetball
WHISPER	74/614,921	23-Dec-94	2,091,680	26-Aug-97	Registered	28	Sports racquets for tennis, squash, racquetball and badminton movement reduction device
ZEROVIBE	016567	05-Jan-90	1,656,894	10-Sep-91	Registered	28	interlaced among racquet strings

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FROM SUGHRUE MION WASHINGTON DC

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DEC 28 1999

CERTIFICATE OF MERGER

State Treasurer

OF

717926000

PRINCE SPORTS GROUP, INC.

(a New Jersey corporation)

INTO

0100802458

BENETTON SPORTSYSTEM COMMUNICATION, INC.

(a New York corporation)

To the Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Prince Sports Group, Inc. ("PSG"), which is a business corporation organized under the laws of the State of New Jersey; and Benetton Sportssystem Communication, Inc. ("BSC"), which is a business corporation organized under the laws of the State of New York. PSG and BSC shall be the merged corporations and BSC shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging PSG with and into BSC as approved by the Board of Directors of each of said corporations on December 20, 1999.

3. The Plan and Agreement of Merger was approved by the sole shareholder of PSG on December 20, 1999. No vote of the shareholders of BSC was required because of the applicability of subsection 14A:10-3(4) of the New Jersey Business Corporation Act.

4. PSG has 100 shares of common stock issued and outstanding, all of which are owned by Benetton Sportssystem USA Inc., a New York corporation. BSC has 80 shares of common stock issued and outstanding, all of which are owned by PSG.

5. BSC will continue its existence as the surviving corporation under its present name and will transact business as a foreign corporation in the State of New Jersey pursuant to the provisions of the New Jersey Business Corporation Act

6. The effective date of the merger shall be December 31, 1999, and the effective time of the merger shall be 11:59:00 p.m.

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7 BSC, as surviving corporation, does hereby agree: (i) that BSC may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of PSG or BSC, and in any proceeding for the enforcement of the rights of a dissenting shareholder of PSG or BSC against the surviving corporation; (ii) BSC shall promptly pay to the dissenting shareholders of PSG, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders; and (iii) BSC irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding, and the post office address set forth below, to which the Secretary of State shall mail a copy of the process in such proceeding:

Benetton Sportssystem USA Inc.
One Sportssystem Plaza
Bordentown, New Jersey 08505
Attn: General Counsel

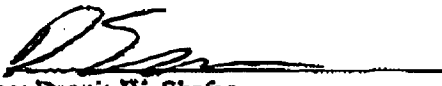
8. The applicable provisions of the laws of New York will have been complied with upon compliance with filing and recording requirements.

IN WITNESS WHEREOF, the undersigned corporations have executed this certificate as of the 21st day of December, 1999.

PRINCE SPORTS GROUP, INC.

By: 
Name: Dennis W. Shafer
Title: President and Chief Executive Officer

BENETTON SPORTSYSTEM
COMMUNICATION INC.

By: 
Name: Dennis W. Shafer
Title: President and Chief Executive Officer

PLAN AND AGREEMENT OF MERGER

OF

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

INTO

BENETTON SPORTSYSTEM COMMUNICATION, INC.
(a New York corporation)

AND

BENETTON SPORTSYSTEM COMMUNICATION, INC.
(a New York corporation)

INTO

NORDICA USA INC.
(a Delaware corporation)

AND

NORDICA USA INC.
(a Delaware corporation)

INTO

BENETTON SPORTSYSTEM ACTIVE NORTH AMERICA, INC.
(a New Jersey corporation)

PLAN AND AGREEMENT OF MERGER entered into on December 20, 1999, by and among Benetton Sportssystem Active North America, Inc. ("BSS Active"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; Benetton Sportssystem Communication, Inc. ("BSC"), a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date; Prince Sports Group, Inc. ("PSG"), a business corporation of the State of New Jersey, and approved by resolution adopted by its Board of Directors on said date; and Nordica USA Inc. ("Nordica"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Benetton Sportsystem USA Inc. ("BSS USA"), the parent corporation of PSG, and the ultimate parent corporation of Nordica, BSC and BSS Active, has determined that important business reasons favor adopting a reorganization plan for PSG, Nordica, BSC and BSS Active, which reorganization plan focuses on the integration of several functions, such as administration, finance, legal and managerial control, among others, by reducing the number of United States subsidiary corporations, for purpose of maximizing the efficiency of these functions and minimizing duplication of expenses; and

WHEREAS, to accomplish such reorganization, it is proposed that BSS USA, PSG, Nordica, BSC and BSS Active adopt this Plan and Agreement of Merger among PSG, Nordica, BSC and BSS Active, as described more particularly below; and

WHEREAS, PSG is a business corporation of the State of New Jersey with its registered office therein located at One Sportsystem Plaza, Bordentown, County of Burlington, New Jersey 08505; and

WHEREAS, PSG was originally formed under the name Prince Manufacturing, Inc.; and

WHEREAS, the total number of shares of stock which PSG has the authority to issue is 1,000, of which 100 are outstanding and all of which are of one class and without par value; and

WHEREAS, BSS Active is a business corporation of the State of New Jersey with its registered office therein located at One Sportsystem Plaza, Bordentown, County of Burlington, New Jersey 08505; and

WHEREAS, BSS Active was originally formed under the name N & Co. North America, Inc.; and

WHEREAS, the total number of shares of stock which BSS Active has the authority to issue is 100,000, all of which are of one class and without par value; and

WHEREAS, BSC is a business corporation of the State of New York with its registered office therein located at 575 Madison Avenue, New York, County of New York, New York 10022; and

WHEREAS, BSC was originally formed under the name International Pro Sports Enterprises, Inc.; and

WHEREAS, the total number of shares of stock, which BSC has authority to issue is 200, of which 80 are outstanding and all of which are of one class and without par value; and

WHEREAS, Nordica is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801; and

WHEREAS, the total number of shares of stock which Nordica has authority to issue is 15,000, of which 10,000 are outstanding and all of which are of one class and \$.01 par value; and

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware 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 the State of New Jersey with and into the business corporation of another jurisdiction; and

WHEREAS, the Business Corporation Law of the State of New York permits the merger of a business corporation of the State of New York with and into the business corporation of another jurisdiction; and

WHEREAS, to the extent applicable to the Merger, pursuant to Section 905 of the New York Business Corporation Law, the surviving corporation shall provide for the pro rata issuance of shares of the surviving corporation to the sole shareholder of the parent corporation on surrender of any certificates therefore; and

WHEREAS, PSG and BSC and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge PSG with and into BSC pursuant to the provisions of the New Jersey Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the State of New York upon the terms and conditions hereinafter set forth; and

WHEREAS, BSC and Nordica and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge BSC with and into Nordica pursuant to the provisions of the Business Corporation Law of the State of New York and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

WHEREAS, Nordica and BSS Active and the respective Boards of Directors of each of them deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Nordica with and into BSS Active pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant

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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 agreement of all of the parties hereto, being thereunto duly entered into by BSS Active, BSC, PSG and Nordica and approved by a resolution adopted by their respective Boards of Directors and sole stockholders, this Plan and Agreement of Merger and the terms and conditions hereof and mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. PSG and BSC shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Business Corporation Law of the State of New York, respectively, be merged with and into a single corporation to wit, BSC, which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist as said surviving corporation under the name "Benetton Sportssystem Communication, Inc." (until subsequently merged as hereinafter provided) pursuant to the provisions of the Business Corporation Law of the State of New York. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of PSG and BSC shall cease at said effective time in accordance with the provisions of the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, respectively. The effective time of the PSG - BSC merger shall be 11:59:00 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code.

2. Immediately upon the completion of the merger of PSG into BSC pursuant to paragraph 1 hereof, BSC and Nordica shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the General Corporation Law of the State of Delaware, respectively, be merged with and into a single corporation to wit, Nordica, which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist as said surviving corporation under the name "Nordica USA Inc." (until subsequently merged as hereinafter provided) pursuant to the provisions of the General Corporation Law of the State of Delaware. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of BSC and Nordica shall cease at said effective time in accordance with the provisions of the Business Corporation Law of the State of New York and the General Corporation Law of the State of Delaware, respectively. The effective time of the BSC - Nordica merger shall be 11:59:30 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Section 368(a)(1)(D).

3. Immediately upon the completion of the merger of BSC into Nordica, pursuant to paragraph 2 hereof, Nordica and BSS Active shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the New Jersey Business Corporation Act, respectively, be merged with and into a single corporation to wit, BSS Active (the "Final Merger") which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Final Surviving Corporation."

Dec. 26. 99 12:47PM

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and which shall continue to exist as the surviving corporation under the name "Benetton Sportsystem USA Inc." pursuant to the provisions of the New Jersey Business Corporation Act. No amendments or changes in the certificate of incorporation of the surviving corporation are to be effected by this merger. The separate existence of Nordica and BSS Active (which, in addition to PSG and BSC, are sometimes hereinafter referred to as the "terminating corporations)," shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act, respectively. The effective time of the Final Merger shall be 11:59:59 p.m. on December 31, 1999. Said merger shall be deemed a transaction under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code.

4. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Final Surviving Corporation as the same shall be in force and effect at the effective time in the State of New Jersey of the Final Merger and said Certificate of Incorporation (as therein amended and changed) shall continue to be the Certificate of Incorporation of the Final Surviving Corporation until thereafter amended and changed pursuant to the provisions of the New Jersey Business Corporation Act.

5. The present By-Laws of the Final Surviving Corporation shall be the By-Laws of the Final Surviving Corporation and shall 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.

6. The directors and officers in office of the Final Surviving Corporation at the effective time of the Final Merger shall be members of the Board of Directors and the officers of the Final 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 Final Surviving Corporation.

7. Each issued share of the terminating corporations shall, at the effective time of the Final Merger, be cancelled. No shares of the Final Surviving Corporation's common stock shall be issued to the stockholders of the terminating corporations.

8. The Final Surviving Corporation hereby agrees that it may be served with process in the State of Delaware and in the State of New York in any proceeding for enforcement of any obligation of any of the terminating corporations, as well as for enforcement of any obligation of the Final Surviving Corporation arising from the mergers herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporations as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware or Section 907 of the Business Corporation Law of the State of New York; does hereby irrevocably appoint the Secretary of State of the State of Delaware and the Secretary of State of the State of New York 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 Delaware or the State of New York to which a copy of such process shall be mailed, respectively, by the Secretary of State of the State of Delaware or the Secretary of State of the State of New York:

Benetton Sportssystem USA Inc
One Sportssystem Plaza
Bordentown, New Jersey 08505
Attention: General Counsel

9. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporations in accordance with the provisions of the General Corporation Law of the State of Delaware, the New Jersey Business Corporation Act and the Business Corporation Law of the State of New York, and upon behalf of the Final 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 Delaware, by the laws of the State of New York and by the laws of the State of New Jersey, respectively, and that they will cause to be performed all necessary acts within the State of Delaware, the State of New York and the State of New Jersey and elsewhere to effectuate the mergers herein provided for.

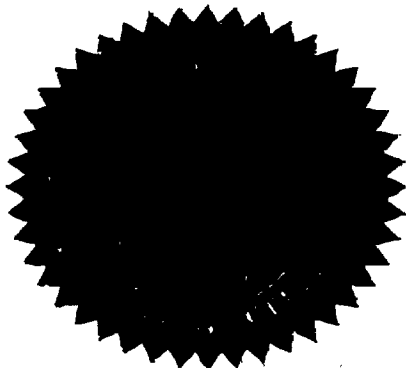
10. The Board of Directors and officers of the terminating corporations and of the Final Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be 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.

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)**

BENETTON SPORTSYSTEM COMMUNICATION, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of June, 2000*



Roland M Machold

*Roland M Machold
Treasurer*