

FO1000004399



ACCOUNT NO. : 072100000032

REFERENCE : 523625 4326591

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 60.00

ORDER DATE : April 11, 2002

ORDER TIME : 11:14 AM

ORDER NO. : 523625-010

CUSTOMER NO: 4326591

600005254506--2

CUSTOMER: Ms. Carol Hartline
Fowler White Boggs Banker
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

ARTICLES OF MERGER

KS BASEBALL, LLC

INTO

EASTON SPORTS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

Initial Acknowledgement

DCC

P. Verifier

DCC

ARTICLES OF MERGER
Merger Sheet

MERGING:

KS BASEBALL, LLC, A Florida Limited Liability Company (L99000001376)

into

EASTON SPORTS, INC., a California entity F01000004399

File date: April 11, 2002 , effective April 21, 2002

Corporate Specialist: Diane Cushing

Account number: 072100000032

Amount charged: 60.00

**ARTICLES OF MERGER
MERGING
KS BASEBALL, LLC
WITH AND INTO
EASTON SPORTS, INC.**

To the Secretary of State
of the State of Florida:

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act"), Easton Sports, Inc., a California corporation ("Easton"), and KS Baseball, LLC, a Florida limited liability company ("KS Baseball"), hereby submit the following Articles of Merger:

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TALLAHASSEE, FLORIDA

1. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging KS Baseball with and into Easton.
2. The Plan of Merger was adopted by each limited liability company that is a party to the merger in accordance with the applicable provisions of the Florida Act.
3. The Plan of Merger was adopted by each other business entity that is a party to the merger in accordance with the applicable laws of the state under which such other business entity is formed, organized, or incorporated.
4. The address of the principal office of Easton, as the surviving entity, is 7855 Haskell Avenue, Suite 202, Van Nuys, California 91406-1902.
5. Easton, as the surviving entity, is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.
6. Easton, as the surviving entity, has agreed to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Section 608.4384, Florida Statutes.
7. The effective time and date of the merger of KS Baseball with and into Easton in the State of Florida shall be 11:59 p.m. on April 21, 2002.

Executed on April 2, 2002.

EASTON SPORTS, INC.

By John Cramer
John Cramer, Vice President

KS BASEBALL, LLC

By John Cramer
John Cramer, Authorized Representative

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is entered into and adopted by **EASTON SPORTS, INC.**, a California corporation, and **KS BASEBALL, LLC**, a Florida limited liability company, pursuant to Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and Section 1113 of the California Corporations Code (the "California Code"):

1. The name of the merging party is KS Baseball, LLC, a limited liability company organized under the laws of the State of Florida ("KS Baseball").

2. The name of the surviving party is Easton Sports, Inc., a corporation organized under the laws of the State of California ("Easton").

3. Pursuant to the provisions of the Florida Act and the California Code, KS Baseball will be merged with and into Easton. Easton shall be the surviving entity (the "Surviving Entity").

4. At the effective time and date of the merger, the separate existence of KS Baseball shall cease pursuant to the provisions of the Florida Act, and Easton shall continue its existence as the Surviving Entity pursuant to the provisions of the California Code.

5. The Articles of Incorporation of Easton as in effect immediately prior to the effective time and date of the merger shall be the Articles of Incorporation of the Surviving Entity, and such Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by applicable law.

6. The Bylaws of Easton as in effect immediately prior to the effective time and date of the merger shall be the Bylaws of the Surviving Entity, and such Bylaws shall continue in full force and effect until further amended and changed in the manner prescribed by applicable law and the Articles of Incorporation and Bylaws of the Surviving Entity.

7. The directors and officers of Easton immediately prior to the effective time and date of the merger shall be the directors and officers of the Surviving Entity, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of the Surviving Entity.

8. At the effective time and date of the merger, the issued and outstanding membership interests in KS Baseball shall not be converted in any manner, but all such membership interests that are issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

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9. At the effective time and date of the merger, each share of capital stock of Easton issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, remain issued and outstanding and shall not be changed as a result of the merger.

10. The Board of Directors and the proper officers of Easton and the authorized representatives of KS Baseball are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 this Plan of Merger or of the merger herein provided for.

11. Easton is the owner of all of the issued and outstanding membership interests of KS Baseball, and Easton waived the mailing of a copy of this Plan of Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized representatives.

EASTON SPORTS, INC.

By: John Cramer
John Cramer, Vice President

KS BASEBALL, LLC

By: John Cramer
John Cramer, Authorized Representative

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