

J40220

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHARCO CORPORATION, a Florida corporation, J40220

INTO

RIDDELL SPORTS INC., a Delaware corporation not qualified in Florida

File date: June 18, 1997

Corporate Specialist: Joy Moon-French

J40220

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Shargo Corporation

merging into:

Riddell Sports Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merge

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6-18-97

6/18

For
Shargo
C.C.

RECEIVED
97 JUN 18 PM 12:56
DIVISION OF CORPORATION

FILED

97 JUN 18 PM 3:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

SHARCO CORPORATION,
A FLORIDA CORPORATION

INTO

RIDDELL SPORTS INC.,
A DELAWARE CORPORATION

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

First: Riddell Sports Inc. is a corporation organized under the laws of the State of Delaware (the "Corporation") owning all of the outstanding shares of each class of the capital stock of SharCo Corporation, a corporation organized under the laws of the State of Florida ("SharCo").

Second: The following Plan of Merger was adopted by the Executive Committee of the Board of Directors of the Corporation on June 17, 1997:

Plan of Merger, dated June 17, 1997 by and between SharCo Corporation, a Florida corporation ("SharCo"), and Riddell Sports Inc., a Delaware corporation ("Riddell"):

Section 1: SharCo shall be and hereby is, at the Effective Time of the Merger (as hereinafter defined), merged (the "Merger") with and into Riddell, which shall be the surviving corporation (the "Surviving Corporation"). The terms and conditions of the Merger and the mode of carrying the same into effect are set forth in this Plan of Merger.

Section 2: As of June 17, 1997, SharCo had authorized 100,000 shares of common stock, no par value (the "Common Shares"), of which 720 Common Shares were issued and outstanding. As of such date, Riddell owned 720 Common Shares, constituting one

hundred percent of the issued and outstanding Common Shares.

Section 3: As of June 17, 1997, SharCo had authorized 100 shares of preferred stock, no par value (the "Preferred Shares"), of which 5 Preferred Shares were issued and outstanding. As of such date, Riddell owned 5 Preferred Shares, constituting one hundred percent of the issued and outstanding Preferred Shares.

Section 4: (a) The Certificate of Incorporation of Riddell, in effect at the Effective Time of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

(b) The By-Laws of Riddell, as in effect at the Effective Time of the Merger, shall be the By-Laws of the Surviving Corporation, until the same shall be altered, amended, or repealed as therein provided.

Section 5: (a) The directors of Riddell at the Effective Time of the Merger shall be the directors of the Surviving Corporation after the Effective Time of the Merger and shall continue to so serve until their respective successors shall have been duly elected and qualified as provided in the By-Laws of the Surviving Corporation.

(b) The officers of Riddell at the Effective Time of the Merger shall be the officers of the Surviving Corporation after the Effective Time of the Merger and shall continue to so serve until their respective successors shall have been duly appointed as provided in the By-Laws of the Surviving Corporation.

Section 6: The manner and basis of converting the issued and outstanding Common Shares and Preferred Shares of SharCo at the Effective Time of the Merger into shares, rights, obligations or other securities of the Surviving Corporation and the manner in which shares of Riddell will be treated in the Merger shall be as follows:

(i) Each Common Share held by Riddell and each Common Share held in the treasury of

SharCo immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired, and cease to exist and shall not be converted into stock of the Surviving Corporation or the right to receive cash or other property.

(ii) Each Preferred Share held by Riddell and each Preferred Share held in the treasury of SharCo immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired, and cease to exist and shall not be converted into stock of the Surviving Corporation or the right to receive cash or other property.

(iii) Each share of common stock, par value \$.01 per share, of Riddell issued and outstanding immediately prior to the Effective Time of the Merger shall remain issued and outstanding as one fully paid, validly issued and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation after the Effective Time of the Merger.

Section 7: As soon as practicable after the approval of this Plan of Merger by the directors of Riddell, the appropriate officers of Riddell shall (i) prepare and file Articles of Merger with the Department of State of the State of Florida and (ii) prepare and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.


Section 8: The Merger shall become effective in accordance with Sections 253 of the General Corporation Law of the State of Delaware and 607.1104 of the General Corporation Act of the State of Florida upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the date and time of such filing shall be the "Effective Time of the Merger" as said term is used in this Plan of Merger.

THIRD: The merger of SharCo with and into the Corporation (the "Merger") shall be effective upon the filing of these Articles of Merger with the Department of State in the State of Florida.

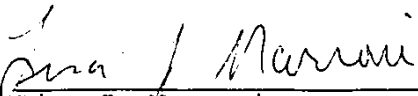
FOURTH: Shareholder approval of the Merger is not required under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation and SharCo each have caused this Articles of Merger to be executed in their respective corporate names as of this 17th day of June, 1997.

SHARCO CORPORATION,
A FLORIDA CORPORATION

By: 
Lisa J. Marroni
Vice President and Secretary

RIDDELL SPORTS INC.,
A DELAWARE CORPORATION

By: 
Lisa J. Marroni
Vice President and Secretary