

# Delaware

The First State

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I, JEFFREY W. BULLOCK, 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:

"KEE ACTION SPORTS HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "KEE ACTION SPORTS LLC" UNDER THE NAME OF "GI SPORTZ DIRECT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2015, AT 3:54 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 11:55 O'CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

4225559 8100M  
SR# 20151518659

Authentication: 201607627  
Date: 01-04-16

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF MERGER**  
**of**  
**KEE ACTION SPORTS HOLDINGS, INC.**  
**(a Delaware corporation)**  
**with and into**  
**KEE ACTION SPORTS LLC**  
**(a Delaware limited liability company)**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned hereby submits the following certificate of merger for filing and certify that:

1. The name of each constituent entity is KEE Action Sports Holdings, Inc., a Delaware corporation (“Delaware Corporation”), and KEE Action Sports LLC, a Delaware limited liability company (“Delaware LLC”).

2. Delaware LLC will be the surviving entity following the merger of Delaware Corporation with and into Delaware LLC (the “Merger”).

3. The Agreement and Plan of Merger (the “Merger Agreement”) has been duly authorized and approved by Delaware Corporation (including due approval by unanimous written consent of its stockholders) in accordance with Section 251 of the Delaware General Corporation Law.

4. The Merger Agreement has been duly authorized and approved by Delaware LLC in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

5. The Merger shall be effective at 11:55 pm local time in Delaware on December 31, 2015 (the “Effective Time”).

6. At the Effective Time, the Certificate of Formation of KEE Action Sports LLC shall be further amended by deleting item “FIRST” (as previously amended) and replacing it with the following text:

FIRST: The name of the limited liability company is “GI SPORTZ DIRECT LLC.”

7. The Merger Agreement has been executed by Delaware Corporation, the stockholders of record of Delaware Corporation, and Delaware LLC. The executed Merger Agreement is on file at Delaware LLC’s principal place of business, which is located at 570 Mantua Blvd., Sewell, NJ 08080.

8. A copy of the Merger Agreement will be furnished by Delaware LLC, on request and without cost, to any stockholder of Delaware Corporation or any member of Delaware LLC.

IN WITNESS WHEREOF, the undersigned has each caused its duly authorized the authorized person named below to execute and deliver this Certificate of Merger on this 23rd day of December, 2015.

**KEE ACTION SPORTS LLC**  
a Delaware limited liability company  
By: Tippmann US Holdco, Inc., authorized person

By: /s/ Mitchell Greenspoon  
Name: Mitchell Greenspoon  
Title: Secretary