

TRAD

08-11-1999

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To the Honorable Commissioner of Patents and Trademarks

Final documents or copy thereof.

1. Name of conveying party(ies):

CALLAWAY GOLF COMPANY
2285 RUTHERFORD ROAD
CARLSBAD, CALIFORNIA 92008-8815

MLO
8-3-99

101114076

Name of receiving party(ies):

Name: CALLAWAY GOLF COMPANY

Internal Address: _____

Street Address: 2285 RUTHERFORD ROAD

City: CARLSBAD State: CA ZIP: 92008

- Individual(s)
- General Partnership
- Corporation-State CALIFORNIA
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: JULY 1, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

PLEASE SEE LIST

B. Trademark F



PLEASE SEE LIST

08-03-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70

Additional numbers

Yes No

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

Name: MICHAEL A. CATANIA

Internal Address: CALLAWAY GOLF COMPANY

Street Address: 2285 RUTHERFORD ROAD

City: CARLSBAD State: CA ZIP: 92008

6. Total number of applications and registrations involved:.....

134

7. Total fee (37 CFR 3.41):.....\$ \$3,365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0303

DO NOT USE THIS SPACE

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FC:401 40.00 CH
FC:402 3325.00 CH

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.

MICHAEL A. CATANIA

Name of Person Signing

Michael A. Catania

Signature

JULY 30, 1999

Date

Total number of pages including cover sheet, attachments, and

4

App/Reg. No.	1302835	1918107	2124010	2225803
75/741327	1310230	1918108	2143420	2228435
75/734678	1313608	1922181	2144571	2234071
75/731492	1326177	1932270	2146376	2236221
75/731491	1374905	1932282	2146395	2239728
75/731490	1376015	1933211	2146408	2239854
75/731489	1377379	1943259	2146441	2242061
75/718439	1431312	1947849	2151439	2242782
75/718389	1431331	1959504	2151440	2249913
75/706331	1506114	1982951	2159655	2251859
75/705,803	1524605	1987183	2160157	2257788
75/703434	1627344	1991571	2160405	
75/638186	1643727	1996083	2160406	
75/634440	1649164	2007032	2160407	
75/628797	1656904	2012458	2161569	
75/597201	1681308	2022405	2161827	
75/561856	1691746	2039478	2166033	
75/560690	1713921	2045306	2179882	
75/466073	1720466	2056210	2180013	
75/464611	1768763	2056345	2180199	
75/454442	1800144	2059675	2181590	
75/454440	1807716	2065148	2207347	
75/419454	1821477	2069676	2211911	
75/419402	1826476	2087606	2211914	
75/389003	1831447	2087955	2212504	
75/312867	1833419	2089538	2213268	
75/277550	1867722	2097166	2221992	
75/262609	1877710	2099080	2222789	
75/225102	1879270	2104279	2224233	
899593	1887983	2109055	2224234	
1239514	1912653	2112600	2225802	

Office of the Secretary of State

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:

"CALLAWAY GOLF COMPANY", A CALIFORNIA CORPORATION,
WITH AND INTO "CALLAWAY GOLF COMPANY" UNDER THE NAME OF "CALLAWAY GOLF COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 1999.

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



Edward J. Freel, Secretary of State
9831182

AUTHENTICATION: 06-25-99

DATE:

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CERTIFICATE OF MERGER
 OF
 CALLAWAY GOLF COMPANY,
 a California corporation
 AND
 CALLAWAY GOLF COMPANY,
 a Delaware corporation

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Callaway Golf Company, which is incorporated under the laws of the State of California; and
- (ii) Callaway Golf Company, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law by Callaway Golf Company, a California corporation in accordance with the laws of the State of its incorporation and by Callaway Golf Company, a Delaware corporation, in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is Callaway Golf Company, a Delaware corporation, which will continue its existence as the surviving corporation under Callaway Golf Company upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of Callaway Golf Company, a Delaware corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

2235 Rutherford Road
 Carlsbad, CA 92008

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

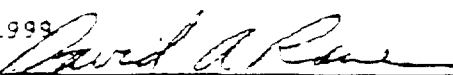
7. The authorized capital stock of Callaway Golf Company, a California corporation, consists of 243,000,000 shares of a par value of \$0.01 each.

8. The Merger shall be effective on July 1, 1999.

CALLAWAY GOLF COMPANY,
 a Delaware corporation

Executed this 25th day of June, 1999.

By:



David A. Rane
 Executive Vice President,
 Administration and Planning,
 and Chief Financial Officer