

02-11-2003

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To the Honorable Commissioner of

102360396

original documents or copy thereof.

1. Name of conveying party(ies):
Imperial Golf Group, Inc.

2-7-03

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Fore-Par Group, Inc.

Internal Address: _____

Street Address: 7650 Stage Road

City: Buena Park State: CA Zip: 90621

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) _____
Application Serial Nos. 76/427,143 & 76/427,144

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Christopher C. Larkin, Esq.

Internal Address: _____

Street Address: 2029 Century Park East

Suite 3300

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2291

OFFICE OF FINANCE SECTION 000 FEB -7 AM 8:01 RECORDED

DO NOT USE THIS SPACE

9. Signature.

Christopher C. Larkin
Name of Person Signing

C.C. Larkin
Signature

January 31, 2003
Date

Total number of pages including cover sheet, attachments, and document: _____

4

02/10/2003 DBYRNE 00000118 76427143

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

01 FC:4521 40.00 DP
02 FC:8522 25.00 DP

01/20/2003 10:38

12/20/02 17:50 FAX 805 988 8387

NORDMAN, CORMANT, HAIR &

NO. 825 003
004/004

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
IMPERIAL GOLF GROUP, INC.**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/18/2002
020772880 - 2853460

Imperial Golf Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Code"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Imperial Golf Group, Inc., have duly adopted resolutions, by their unanimous written consent pursuant to section 141(A) of the Code, setting forth the following proposed Amendment of the Certificate of Incorporation of said Corporation, and declaring said Amendment of the Certificate of Incorporation to be advisable for the Stockholders of the Corporation for consideration and acceptance thereof. The resolution setting forth the proposed Amendment of the Certificate of Incorporation is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by replacing the Article thereof numbered "FIRST", so that, as amended, said Article shall read in its entirety as follows:

"FIRST: The name of the Corporation is Forz-Par Group, Inc."

SECOND: The Amendment to the Corporation's Certificate of Incorporation as set forth above was duly adopted in accordance with the provisions of Section 242 of the Code and has been consented to in writing by the Stockholders representing a majority of the outstanding shares, and written notice has been given in accordance with the provisions of Section 228 of the Code.

IN WITNESS WHEREOF, Imperial Golf Group, Inc., a Delaware corporation, has caused this Certificate of Amendment of Certificate of Incorporation to be executed by Richard C. Price, its Chief Executive Officer and authorized officer, on this 1st day of DECEMBER, 2002.


Richard C. Price, Chief Executive Officer

12/20/02 17:50 FAX 805 988 8387

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
IMPERIAL GOLF GROUP, INC.**

Imperial Golf Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Code"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Imperial Golf Group, Inc., have duly adopted resolutions, by their unanimous written consent pursuant to section 141(f) of the Code, setting forth the following proposed Amendment of the Certificate of Incorporation of said Corporation, and declaring said Amendment of the Certificate of Incorporation to be advisable for the Stockholders of the Corporation for consideration and acceptance thereof. The resolution setting forth the proposed Amendment of the Certificate of Incorporation is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by replacing the Article thereof numbered "FIRST", so that, as amended, said Article shall read in its entirety as follows:

"FIRST: The name of the Corporation is Fore-Par Group, Inc."

SECOND: The Amendment to the Corporation's Certificate of Incorporation as set forth above was duly adopted in accordance with the provisions of Section 242 of the Code and has been consented to in writing by the Stockholders representing a majority of the outstanding shares, and written notice has been given in accordance with the provisions of Section 228 of the Code.

IN WITNESS WHEREOF, Imperial Golf Group, Inc., a Delaware corporation, has caused this Certificate of Amendment of Certificate of Incorporation to be executed by Richard C. Price, its Chief Executive Officer and authorized officer, on this 7th day of DECEMBER, 2002.


Richard C. Price, Chief Executive Officer

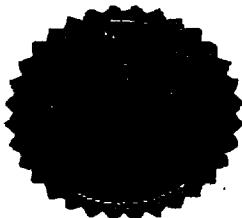
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IMPERIAL GOLF GROUP, INC.", CHANGING ITS NAME FROM "IMPERIAL GOLF GROUP, INC." TO "FORE-PAR GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2853460 8100

AUTHENTICATION: 2151065

TRADEMARK

RECORDED: 02/07/2003

REEL: 002668 FRAME: 0009