

08-14-2003

Form PTO-1594 (Rev. 10/02) 8-11-03 RI
OMB No. 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Mac Golf International, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 11/14/2002

2. Name and address of receiving party(ies)

Name: Burrows Golf, Inc.

Internal

Address:

Street Address: 25555 West Avenue Stanford

City: Valencia State: CA Zip: 91355-1101

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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) 78/123,517
78/129,985 and 78/125,695

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: Scott W. Kelley

Internal Address:

Kelly Bauersfeld Lowry & Kelley, LLP

Suite 1650

Street Address: 6320 Canoga Avenue

City: Woodland Hills State: CA Zip: 91367

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 120.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

OPR/FINANCE
2003 AUG 11 PM 8:00

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9. Signature.

08/13/2003 LMUELLER 00000187 78123517

01 FC:052
02 FC:0522

Scott W. Kelley

Name of Person Signing

Signature

August 7, 2003

Date

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

Refund Ref: 08/13/2003 LMUELLER 0000129864

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

CHECK Refund Total: \$30.00

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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 25 2002

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MAC GOLF INTERNATIONAL, INC.
a California corporation**

Bruce Burrows hereby certifies that:

1. He is the President and the Secretary of Mac Golf International, Inc., a California corporation

2. Article FIRST of the Articles of Incorporation of this corporation is hereby amended to read in full as follows:

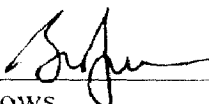
FIRST: The name of this Corporation is BURROWS GOLF, INC.

3. The foregoing amendment of the articles of incorporation has been duly approved by the Board of Directors of this corporation.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders of the corporation in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 45,455,000 shares of Common Stock. The number of shares voting in favor of the foregoing amendment was 45,050,000 shares of Common Stock, representing ninety nine percent of the issued and outstanding shares of this corporation.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct as of the undersigned's own knowledge.

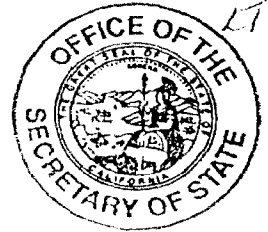
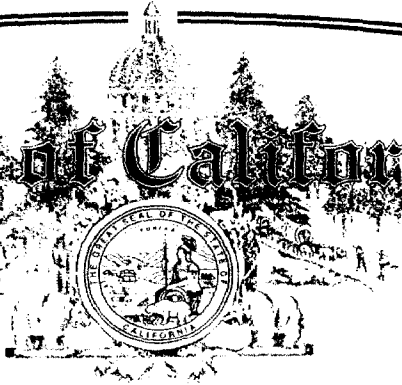
Dated: November 14, 2002



Bruce Burrows
President and Secretary



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC - 5 2002



Bill Jones

Secretary of State