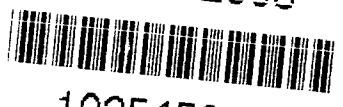


09-09-2003

Form PTO-1594 (Rev. 10/02) OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS



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

OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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) [] Association []
General Partnership [] Limited Partnership []
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

FINANCE SECTION 9.5.03

2. Name and address of receiving party(ies)
Name: Burrows Golf, Inc.
Internal Address:
Address:
Street Address: 25555 West Avenue Stanford
City: Valencia State: CA Zip: 94355-1101
Individual(s) citizenship []
Association []
General Partnership []
Limited Partnership []
[X] Corporation-State California
Other []
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [X] Change of Name
[] Other
Execution Date: 11/14/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,582,778
Additional number(s) attached [] Yes [X] 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: 1
7. Total fee (37 CFR 3.41) \$ 40.00
[X] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Scott W. Kelley
Name of Person Signing
Signature
September 3, 2003
Date
Total number of pages including cover sheet, attachments, and document: 3

09/08/2003 EDOOPER 00000144 2582778 01 FC:0521 40.00 DP

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

TRADEMARK REEL: 002818 FRAME: 0893



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



Secretary of State

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**

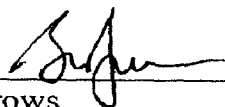
Bruce Burrows hereby certifies that:

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

