

F0100000000060

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

S2 Golf Acquisition Corp.

Certificate of Status	0
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Page Count	04
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merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

LADIES GOLF EQUIPMENT COMPANY, INC., a Florida corp., P93000060196

INTO

S2 GOLF ACQUISITION CORP., a New Jersey entity, F01000000060

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Susan Payne

FROM HOLLAND & KNIGHT TAMPA

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(FRI) DEC 29 2000 15:27
HOLLAND & KNIGHT TAMPA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

S2 Golf Acquisition Corp.

Please submit with original filing due December 29, 2000
Thank you

**ARTICLES OF MERGER BETWEEN
S2 GOLF ACQUISITION CORP.
LADIES GOLF EQUIPMENT COMPANY, INC.**

Pursuant to Section 607.1105, Florida Statutes and Section 14A:10-6, New Jersey Statutes, S2 Golf Acquisition Corp., a New Jersey corporation (the "Surviving Corporation") and Ladies Golf Equipment Company, Inc., a Florida corporation (the "Merging Corporation"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

Accordingly, the Surviving Corporation and the Merging Corporation adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Reorganization dated as of September 22, 2000, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached and made a part of these Articles of Merger as Exhibit "A" (the "Plan").

ARTICLE II

The effective date of the Merger shall be December 31, 2000.

ARTICLE III

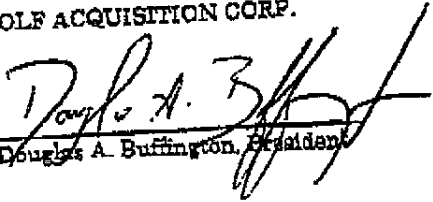
The Plan was adopted by the Surviving Corporation by its sole shareholder on September 19, 2000. The Plan was adopted by the Merging Corporation by the shareholders of the Merging Corporation on December 4, 2000.

ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this document effective as of this 29th day of December, 2000.

S2 GOLF ACQUISITION CORP.

By: 
Douglas A. Buffington, President

LADIES GOLF EQUIPMENT COMPANY,
INC.

By: 
James E. Jones, President

EFFECTIVE DATE
12/31/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER BETWEEN
S2 GOLF ACQUISITION CORP. AND
LADIES GOLF EQUIPMENT COMPANY, INC.**

Pursuant to Section 607.1105, Florida Statutes and Section 14A:10-7, New Jersey Statutes, S2 Golf Acquisition Corp., a New Jersey corporation (the "Surviving Corporation") and Ladies Golf Equipment Company, Inc., a Florida corporation (the "Merging Corporation"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

Accordingly, the Surviving Corporation and the Merging Corporation adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

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By: _____
Douglas A. Buffington, President

LADIES GOLF EQUIPMENT COMPANY,
INC.

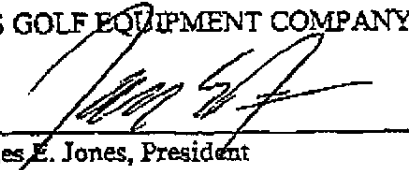
By: 
James E. Jones, President

EXHIBIT "A"
PLAN OF MERGER
BETWEEN
S2 GOLF ACQUISITION CORP. AND
LADIES GOLF EQUIPMENT COMPANY, INC.

S2 Golf Acquisition Corp., a New Jersey corporation, and Ladies Golf Equipment Company, Inc., a Florida corporation, hereby adopt the following Plan of Merger pursuant to Section 607.1101, Florida Statutes.

1. The name of each corporation planning to merge is:
 - a) The name of the surviving corporation is S2 Golf Acquisition Corp. (the "Surviving Corporation"); and
 - b) The name of the merging corporation is Ladies Golf Equipment Company, Inc. (the "Merging Corporation").
2. The effective date of the merger shall be December 31, 2000 (the "Effective Time").
3. The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, each issued and outstanding share of common stock of the Merging Corporation immediately prior to the Effective Time shall be converted into 1,000 shares of common stock of S2 Golf Inc. Upon such conversion, each issued and outstanding share of common stock of the Merging Corporation shall be cancelled and extinguished and cease to exist.

At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall remain issued and outstanding.

FROM HOLLAND & KNIGHT TAMPA

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5. The articles of incorporation and bylaws of the Surviving Corporation, as in effect at the Effective Time of the merger, shall continue in full force and effect until changed, altered, or amended.

6. The Boards of Directors of each corporation to the merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

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