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BASIC AMENDMENT

HIPPO GOLF, INC.

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
HIPPO GOLF, INC.**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Hippo Golf, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

**FIRST:** The name of the Corporation is Hippo Golf, Inc.

**SECOND:** Article I of the Articles of Incorporation, as amended, is hereby deleted in its entirety and the following inserted in lieu thereof:

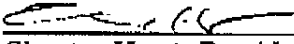
"The name of the Corporation is Hippo Golf Company, Inc."

**THIRD:** The foregoing amendment was adopted by Unanimous Written Consent of the Sole Shareholder of Hippo Golf, Inc., dated as of December 18<sup>th</sup>, 2001, and by Unanimous Written Consent of the Board of Directors of Hippo Golf, Inc., dated as of December 18<sup>th</sup>, 2001.

**FOURTH:** Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

18<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed this instrument the 18<sup>th</sup> day of December, 2001.

HIPPO GOLF, INC.

By:   
 Chester Hunt, President

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