

P96000091790

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MERGER OR SHARE EXCHANGE

HIPPO GOLF COMPANY, INC.

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

VIKING GOLF BAGS LTD, a California corporation not authorized to transact
business in the State of Florida.

INTO

HIPPO GOLF COMPANY, INC., a Florida entity, P96000091790

File date: February 7, 2002

Corporate Specialist: Darlene Connell



Kate

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2002

HIPPO GOLF COMPANY, INC.
ONE EAST BROWARD BLVD
SUITE 1300
FORT LAUDERDALE, FL 33301

02-06-02P12:07 RCVD

SUBJECT: HIPPO GOLF COMPANY, INC.
REF: P96000091790

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

EVEN THOUGH THE MERGING CORPORATION IS NOT QUALIFIED IN FLORIDA, THE NAME MUST BE CORRECT. THEREFORE, WHEN THIS CORPORATE NAME APPEARS IN IT'S ENTIRETY, IT MUST BE EXACTLY THE SAME. THIS INCLUDES PUNCTUATION AND SPACING.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000029560
Letter Number: 402A00007328



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2002

HIPPO GOLF COMPANY, INC.
ONE EAST BROWARD BLVD
SUITE 1300
FORT LAUDERDALE, FL 33301

SUBJECT: HIPPO GOLF COMPANY, INC.
REF: P96000091790

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merging corporation has been listed in the merger document three different ways. Please correct the corporate name to read same throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000029560
Letter Number: 602A00007056

ARTICLES OF MERGER

OF

**VIKING GOLF BAGS LTD
(a California corporation)**

INTO

**HIPPO GOLF COMPANY, INC.
(a Florida corporation)**

Under Section 607.1107 of the
Florida Business Corporation Act

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2002 FEB -7 PM 2:56

The undersigned, Chester Hunt, being the President of HIPPO GOLF COMPANY, INC., a Florida corporation, doe hereby certify that:

1. VIKING GOLF BAGS LTD ("VIKING") is a corporation organized under the laws of the State of California. HIPPO GOLF COMPANY, INC. ("HIPPO") is a corporation organized under the laws of the State of Florida.

2. The plan of merger attached hereto as Exhibit A was adopted by the board of directors of HIPPO on January 31, 2002.

3. The effective date of the merger shall be the date of the filing of these Articles.

4. The merger of VIKING into HIPPO is permitted by the laws of the State of California and is in compliance therewith.

5. HIPPO owns all of the issued and outstanding common shares of VIKING. Therefore, pursuant to (i) Section 1104 of the Florida Business Corporation Act and (ii) Section 1110 of the California General Corporation Law, shareholder approval is not required for the merger.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 31ST day of January, 2002.

HIPPO GOLF COMPANY, INC.

By 
Chester Hunt, President

FTL1 #573615 v1

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is adopted this 31st day of January, 2002, by HIPPO GOLF COMPANY, INC., a Florida corporation ("HIPPO").

WITNESSETH:

WHEREAS, HIPPO is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, VIKING GOLF BAGS LTD is a corporation duly organized and validly existing and under the laws of the State of California ("VIKING") (HIPPO and VIKING sometimes referred to collectively as the "Constituent Corporations"); and

WHEREAS, HIPPO owns all of the issued and outstanding shares of VIKING; and

WHEREAS, the Board of Directors of HIPPO has determined that it is advisable and for the benefit of each of the said Constituent Corporations that the Constituent Corporations be merged, with the HIPPO remaining the surviving corporation, in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida and the State of California;

NOW, THEREFORE, HIPPO hereby adopts the following plan of merger:

ARTICLE 1. MERGER

The terms of the merger are:

(a) VIKING shall be merged with and into HIPPO on the Effective Date, as defined below, in accordance with the statutory procedures set forth in Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act and Section 1110 of the California Corporations Code (the "Merger").

(b) HIPPO shall be the surviving corporation (the "Surviving Corporation") and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of VIKING shall continue unaffected and unimpaired by the Merger.

(c) The Articles of Incorporation and the Bylaws of HIPPO shall remain in effect as the Articles of Incorporation and the Bylaws of the Surviving Corporation. The duly qualified and acting directors and officers of HIPPO immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation.

(d) The corporate identity, existence, purposes, powers, franchises, rights and immunities of VIKING shall be merged with and into HIPPO and HIPPO shall be fully vested therewith, to the extent permitted by Florida law and California law.

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(e) All rights of creditors and all liens upon any property of VIKING shall be preserved unimpaired, and all debts, liabilities, and duties of VIKING shall be enforceable against HIPPO.

(f) The separate existence of VIKING, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Corporations shall become a single corporation.

(g) The assets, liabilities and net worth accounts of VIKING shall be taken up on the books of HIPPO as of the Effective Date in the amounts at which they shall then be carried on the books of VIKING, subject to such adjustments or elimination of inter-company items as may be appropriate in giving effect to the Merger.

(h) All corporate acts, plans, policies, approvals and authorizations of VIKING, its shareholder, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of HIPPO, and shall be as effective and binding thereon as the same were with respect to VIKING.

(i) The name of the surviving corporation shall be "HIPPO GOLF COMPANY, INC."

ARTICLE 2. EFFECTING MERGER

The mode of carrying the merger into shall be as follows:

(a) On the Effective Date of the Merger, without the surrender of share certificates or any other action (i) each share of VIKING common stock issued and outstanding as of the date thereof will be cancelled without any consideration being paid therefor, and (ii) each share of HIPPO common stock outstanding immediately prior to the Effective Date will continue to represent one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(b) This Agreement and Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended (the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Corporations or their shareholders.

ARTICLE 3. EFFECTIVE DATE

The merger shall become effective on the date of filing of Articles of Merger with the Florida Secretary of State ("Effective Date"). If at any time before the Effective Date a Constituent Corporation notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the Merger shall not become effective, and the Constituent Corporations shall not file Articles of Merger with the Florida Secretary of State, or if any such Articles of Merger shall have been filed, the Constituent Corporations shall take any necessary steps to rescind such filing. The effect of the Merger shall be the effect described in Section 607.1106 of the Florida Business Corporation Act and Section 1107 of the California Corporation Code.

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