

P96000091790

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MERGER OR SHARE EXCHANGE

Hippo Golf Company (CA), Inc.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HIPPO GOLF COMPANY, INC., a Florida corporation, document number
P96000091790

INTO

HIPPO GOLF COMPANY (CA), INC., a California entity not qualified in Florida

File date: May 15, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

OF

HIPPO GOLF COMPANY, INC.
(a Florida corporation)

INTO

HIPPO GOLF COMPANY (CA), INC.
(a California corporation)

Under Section 607.1107 of the
Florida Business Corporation Act

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Chester Hunt, being the President of HIPPO GOLF COMPANY (CA), INC. ("HIPPO CALIFORNIA"), does hereby certify that:

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


2. The agreement and plan of merger attached hereto as Exhibit A (the "Plan of Merger") whereby HIPPO FLORIDA shall be merged with and into HIPPO CALIFORNIA, was adopted by the board of directors of HIPPO FLORIDA on March 22, 2002 and by the board of directors of HIPPO CALIFORNIA on March 22, 2002.

3. The merger of HIPPO FLORIDA with and into HIPPO CALIFORNIA is permitted by the laws of the State of California and is in compliance therewith.

4. HIPPO FLORIDA owns all of the issued and outstanding common shares of HIPPO CALIFORNIA. Pursuant to (i) Section 1104 of the Florida Business Corporation Act and (ii) Section 1110 of the California General Corporation Law, shareholder approval of HIPPO FLORIDA's sole shareholder is required. The Plan of Merger was adopted by the sole shareholder of HIPPO FLORIDA on March 22, 2002.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 22nd day of March, 2002.

HIPPO GOLF COMPANY (CA), INC.
a California corporation

By 
Chester Hunt, President

FTL1 #576653 v2

Exhibit A**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is adopted this 22nd day of March, 2002, by HIPPO GOLF COMPANY, INC., a Florida corporation ("Hippo Florida") and by HIPPO GOLF COMPANY (CA), Inc., a California corporation ("Hippo California").

WITNESSETH:

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

WHEREAS, Hippo California is a corporation duly organized and validly existing and under the laws of the State of California (Hippo Florida and Hippo California sometimes referred to collectively as the "Constituent Corporations"); and

WHEREAS, Hippo Florida owns all of the issued and outstanding shares of Hippo California; and

WHEREAS, the Board of Directors and the sole shareholder of Hippo Florida and the Board of Directors and the sole shareholder of Hippo California have determined that it is advisable and for the benefit of each of the said Constituent Corporations that the Constituent Corporations be merged, with Hippo California 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 Florida and Hippo California hereby adopt the following agreement and plan of merger:

ARTICLE 1. MERGER

The terms of the merger are:

(a) Hippo Florida shall be merged with and into Hippo California 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 California shall be the surviving corporation (the "Surviving Corporation") and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of Hippo California shall continue unaffected and unimpaired by the Merger.

(c) The Articles of Incorporation of Hippo California shall be amended to change the name of Hippo California to "HIPPO GOLF COMPANY, INC." The Articles of Incorporation, once amended, shall remain in effect as the Articles of Incorporation of the Surviving Corporation.

(d) The Bylaws of Hippo California shall remain in effect as the Bylaws of the Surviving Corporation. The duly qualified and acting directors and officers of Hippo California immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation.

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

(f) All rights of creditors and all liens upon any property of Hippo Florida shall be preserved unimpaired, and all debts, liabilities, and duties of Hippo Florida shall be assumed by Hippo California.

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

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

(i) All corporate acts, plans, policies, approvals and authorizations of Hippo Florida, 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 California, and shall be as effective and binding thereon as the same were with respect to Hippo Florida.

ARTICLE 2. EFFECTING MERGER

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


(a) On the Effective Date of the Merger each share of Hippo Florida common stock issued and outstanding as of the date thereof will be changed and converted into one (1) of the no par value common shares of Hippo California, issuable upon the surrender of the certificates formerly representing such Hippo Florida shares.


(b) This 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

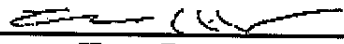
The Merger shall become effective on the date of filing of the Certificate of Ownership with the California Secretary of State (the "Effective Date"). If at any time before the Effective Date a Constituent Corporation notifies another of its election to cancel the merger, by delivering written notice thereof, this Plan of Merger shall be null and void, the Merger shall not become effective, and the Constituent Corporations shall not file a Certificate of Ownership with the California Secretary of State nor Articles of Merger with the Florida Secretary of State, or if any such Certificate of Ownership or Articles of Merger shall have been filed, the Constituent Corporations shall take any necessary steps to rescind such filings. 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 Corporations Code.


HIPPO GOLF COMPANY, INC.,
a Florida corporation

By: 
Chester Hunt, President

By: 
David Dixon, Secretary

HIPPO GOLF COMPANY (CA), INC.,
a California corporation

By: 
Chester Hunt, President

By: 
David Dixon, Secretary