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S 70281
May 7, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

RE: WORLD POWER GOLF PRODUCTS, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment for the above Corporation. Please file the original with your office and return to us one certified copy.

Enclosed herewith is check in the amount of \$87.50 covering the filing fee, one certified copy of the Articles of Amendment.

Sincerely,

Nancy M. Shimet

Nancy M. Shimet
Legal Assistant to
RICHARD P. PETERMANN

1 per
7 Nancy,
We added title
President.
/nms

Enclosure

Dr
5/16/97

Amendment
5/16/97
Dr

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -8 PM 2: 16

FILED

ARTICLES OF AMENDMENT OF
WORLD POWER GOLF PRODUCTS, INC.

FILED
97 MAY -8 PM 2:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WE, the undersigned, natural persons of legal age, acting as and for all the shareholders and directors of World Power Golf Products, Inc., a corporation duly organized and existing under the laws of the State of Florida, do hereby adopt the following Articles of Amendment to the Articles of Incorporation for such corporation.

1. The name of the corporation is World Power Golf Products, Inc.

2. Said Articles of Incorporation were previously amended by Articles of Amendment filed on April 29, 1994, and are hereby amended again by deleting, intoto, the provisions of paragraph 4 of the Articles of Incorporation and Paragraph 2 of the Article of Amendment, which as currently amended provide:

The aggregate number of shares which the corporation shall have authority to issue is 30,000 shares of common stock having a One Dollar (\$1.00) of par value each.

In lieu and in place thereof, the corporation substitutes the following paragraph:

The aggregate number of shares which the corporation shall have authority to issue is 200,000 shares of common stock having a One Dollar (\$1.00) par value each.

3. This Amendment was adopted on July 26, 1996.

4. This Amendment was adopted by the Board of Directors by the undersigned as the directors and approved by the undersigned as the shareholders.

5. The undersigned are all of the shareholders and currently hold 30,000 shares which constitute all of the issued and outstanding shares of said corporation. The number of votes cast in favor of the Amendment was 30,000.

IN WITNESS WHEREOF, the undersigned being the directors and shareholders have hereunto set their hands and seals on this 26th day of July, 1996.

Thomas L. Winrow
THOMAS L. WINROW / President

Harold Bernstein
HAROLD BERNSTEIN

Gene Bernstein
GENE BERNSTEIN

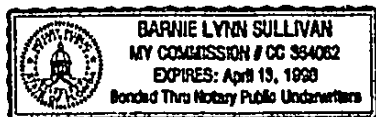
STATE OF FLORIDA
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 26th day of July, 1996 by THOMAS L. WINROW who is personally known to me or who produced _____ as identification.

Shelanie D. Turner
Notary Public

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 26th day of July, 1996 by HAROLD BERNSTEIN who is personally known to me or who produced _____ as identification.



Barnie Lynn Sullivan
Notary Public

STATE OF New York
COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 26th day of July, 1996 by GENE BERNSTEIN who is personally known to me or who produced _____ as identification.

Meta Mc Carthy
Notary Public

META Mc CARTHY
Notary Public, State of New York
No. 62-4923043
Qualified in Suffolk County
Commission Expires June 20, 1998