

09-08-1999



SEP 1 1999

To the Honorable Commissioner of Patents and Trademarks or copy thereof.

101137178

Record the attached original

1. Name of Conveying party(ies):
Squirrel Canyon Golf, Inc.

A California Corporation

Additional name(s) of conveying party(ies) attached? ___ Yes No

9-1-99

2. Name and address of receiving Party(ies)

Name: Octagon Golf
Address:

12217 Santa Monica Blvd, Suite H203
Los Angeles, CA 92025

A California Corporation

If assignee not domiciled in U.S. a domestic representative designation is attached ___ Yes ___ No
Additional name(s) & address(es) attached? ___ Yes No

3. Nature of conveyance:

___ Assignment ___ Merger ___ Security Agreement
 Change of name ___ Other

Execution Date: APR 27 1999

4. Application number(s) or registration number(s):

A. Trademark Application No(s): 75/588,739

B. Trademark Registration No(s): 1,956,152; 1,996,553; 1,985,480; 2,004,113; and 2,093,849

Additional numbers attached? ___ Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Frank G. Morkunas

Address:
7750 Dagget St., Ste. 203
San Diego, California 92111

Phone: 858-565-0799

6. Total number of Applications and registrations involved: 6

7. Total fee (37 CFR 3.41)....\$ 165.00

Enclosed
 Authorized to charge any underpayment to deposit account

8. Deposit account Number: 50-0382

DO NOT USE THIS SPACE

165E

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Frank G. Morkunas
Name of Person Signing

Signature

AUG 25 1999
Date

Total number of pages including cover sheet, attachments, and document: 3

09/08/1999 NTHAI1 00000005 75588739

01 FC:481 40.00 OP
02 FC:482 125.00 OP



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 13 1999

Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT OF
 ARTICLES OF INCORPORATION
 OF
 SQUIRREL CANYON GOLF, INC.

MAY 11 1999

BILL JONES, SECRETARY OF STATE

William L. Zeltonoga and Gary Storer certify that:

1. They are the president and the secretary, respectively, of Squirrel Canyon Golf, Inc.

2. Article I of the corporation is amended to read as follows:

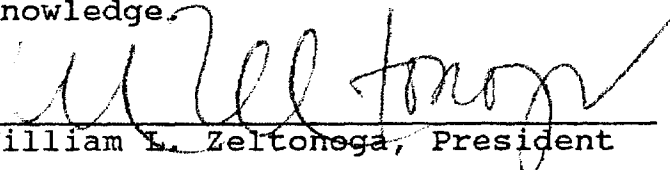
"The name of this corporation is OCTAGON GOLF."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

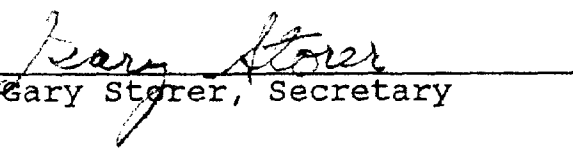
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The corporation has only one class of shares and the total number of shares outstanding is 1,017,740. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State Of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 27. 1999



 William L. Zeltonoga, President



 Gary Storer, Secretary

