

FILED/EFFECTIVE

ARTICLES OF AMENDMENT

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To the Secretary of State of the State of Idaho

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:

1. The name of the corporation is WholesaleGolf.com, Inc.
2. The following amendment to Article II, Capitalization, of the Articles of Incorporation of the Corporation, fixing and determining certain of the relevant rights and preferences thereof, was duly adopted by the Board of Directors of the Corporation at a meeting held on June 1, 2000. No approval or consent of shareholders was required, pursuant to the provisions of Idaho Code 30-1-602 as currently in effect.

Article II, Capitalization, is amended to state in full as follows:

ARTICLE II

CAPITALIZATION

The aggregate number of shares which the Corporation shall have the authority to issue is 100,000,000 shares of Common Stock having a par value of \$0.00001 per share. There shall be no other class or shares of common stock in the Corporation. The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares, to the extent of both its unrestricted and unreserved capital surplus.

The Corporation shall have the authority to issue 2,000,000 shares of Series A Convertible Preferred Stock (the "Series A shares") with the following preferences, limitations and rights:

- (1) The Series A shares shall have a dividend rate of eight percent (8%) per annum provided, however, that the failure or inability of the Corporation to pay the dividend shall not be considered a default.
- (2) The Series A shares, by their terms, shall not be redeemable.
- (3) The amount payable upon the Series A shares in the event of dissolution, liquidation or winding up of the corporation shall be the greater of (i) \$3.00 per share, plus any accrued but unpaid dividends, or (ii) such amount per share as would have been payable had each of the Series A shares been converted into shares of Common Stock of the Corporation pursuant to the conversion provisions set forth herein. A consolidation, merger, or sale of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation, and subject to the provisions of this section, unless a majority of the shares entitled to vote (including preferred stock with limited voting rights) of the surviving entity shall be held, directly or indirectly, by persons who, prior to the consolidation, merger or sale of all or substantially all of the assets of the Corporation, were holders of Series A shares and shares of Common Stock of the Corporation.
- (4) There shall be no sinking fund for the redemption or purchase of Series A shares.
- (5) The holders of the Series A shares shall have the right to vote for the election of directors and upon any matters submitted to the holders of shares of Common Stock of the Corporation for their consideration. The holders of the Series A shares shall be entitled to that number of votes equal to the maximum number of shares of Common Stock issuable upon Conversion as adjusted by the Anti-Dilution Provision, if applicable. Holders of Series A shares shall be entitled to vote separately and as a single class upon any matters submitted by the Corporation to the shareholders for their consideration, except for the election of the members of the Board of Directors, or except as otherwise provided in the Articles of Incorporation of the Corporation or as required by law.

06/02/2000 09:00
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1 # 20.00 = 20.00 EXPEDITE C # 2

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(6) **Conversion.**

1. Series A shares are convertible at any time at the holder's option into a number of shares of Common Stock equal to the number of shares of Series A shares held by the converting holder or that number of shares of Common Stock equal to the number of shares of Series A shares upon which the holder has exercised the convertible option; the number of shares to be received by the holder upon Conversion is subject further to the Anti-Dilution provisions set forth herein.

2. (a) All Series A shares then outstanding shall be converted mandatorily into an equal number of shares of Common Stock as of the closing date of an underwritten public offering of securities of the Corporation having a face value of \$5,000,000, or more, or (b) upon the effective date of the Conversion, or notice of a vote taken by the holders of a majority of the number of shares of Series A shares outstanding as of the effective date of such notice to exercise Conversion.

3. Upon Conversion, the holders of the shares of Series A shares will also receive that number of shares of Common Stock having a value equal to the amount of the accrued but unpaid dividends as of the date of Conversion (the "Conversion Date"); if the shares of Common Stock of the Corporation are not traded on a liquid market on the Conversion Date, then the fair market value of the shares of Common Stock to be issued on the Conversion Date shall be determined by the Board of Directors of the Corporation using such information as may be available to them to determine the fair market value, including any current prospectus used in connection with a public offering resulting in the mandatory conversion of the Series A shares.

4. Upon the surrender by the holder of certificates for the converted shares of Series A shares in accordance with the Conversion, the Corporation shall deliver to or upon the order of such holder certificates representing whole units of the shares of Common Stock into which the Series A shares have been converted, such certificates to be registered in such name or names, and to be issued in such denominations as such holder shall have specified. If less than all of the number of shares of Series A shares owned by holder are subject to Conversion, then the Corporation also will issue a certificate to the holder representing the remaining shares of the Series A shares which were not subject to Conversion.

(7) **Anti-Dilution Provision.** The number of shares of Common Stock to be received by a holder of Series A shares upon Conversion shall be adjusted proportionately for stock splits, stock dividends and stock combinations of any type.

(8) **Protective Limitations.** So long as any of the Series A shares shall be outstanding, the Company, without the affirmative vote of the holders of not less than a majority of the shares of the Series A shares at the time outstanding, shall not adopt any amendment to these Articles of Incorporation if such amendment would:

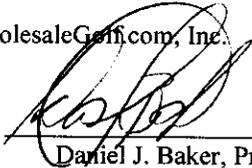
(a) Create or authorize any new class of stock ranking prior to or on a parity with the Series A shares as to dividends, or upon dissolution, liquidation or winding up;

(b) Increase the number of shares of Series A shares;

(c) Cause or permit the payment of any cash dividends or other distributions (other than stock dividends) on Common Stock or repurchases or redemption of Common Stock, other than pursuant to employee stock option plans or repurchase agreements, which plans or agreements are effective or have vesting provisions in effect as of the date of this amendment.

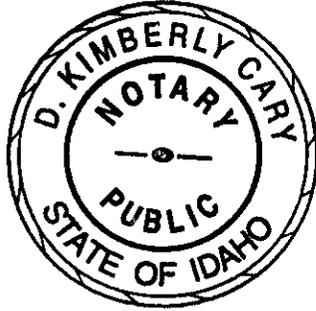
DATED June 1, 2000.

WholesaleGolf.com, Inc.

By: 
Daniel J. Baker, President

STATE OF IDAHO)
County of Lootenai) ss.

I certify that I know or have satisfactory evidence that Daniel J. Baker is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of WholesaleGolf.com, Inc. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.



D. Kimberly Cary
NOTARY PUBLIC in and for the State of Idaho,
residing at HAYDEN ID
My commission expires: 9/13