



CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of _____

GOLF TECHNOLOGY, INC.

merging with and

into AUTOMATED GOLD TECHNOLOGY, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

merger

, and attach hereto a duplicate original of the Articles of

merger

Dated February 5th, 19 87



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER

1.0 PLAN OF MERGER

1.1 NAMES OF CORPORATIONS: The Plan of Merger and Reorganization was made between Golf Technology, Inc., an Idaho corporation located at 3406 4th Street, Lewiston, Idaho and Automated Golf Technology, Inc., a Colorado corporation located at 3300 East 1st Ave., Denver, Colorado.

1.1(a) The Boards of Directors of each corporation having fully reviewed the Plan of Merger have approved and deemed it desirable and in the best interest of their respective corporations that Golf Technology, Inc. be merged into Automated Golf Technology, Inc., under and pursuant to the provisions of Colorado and Idaho statutes and as a "Reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1954.

1.1(b) Golf Technology, Inc. was chartered by the Secretary of State of Idaho on October 23, 1975, with 1,500,000 shares of no par value common stock authorized.

1.1(c) Automated Golf Technology, Inc. was chartered by the Secretary of State of Colorado on December 3, 1980, with 50,000,000 shares of no par value common stock authorized.

1.1(d) The purpose of each corporation is compatible, whereas, Golf Technology, Inc. is engaged in the business of manufacturing and selling golf swing analyzers and whereas, Automated Golf Technology, Inc. is engaged in the business of manufacturing and selling indoor and outdoor range equipment including golf swing analyzers.

1.2 APPLICATION FOR CERTIFICATE OF AUTHORITY: Automated Golf Technology, Inc. being a Colorado corporation that will be conducting business in Idaho as well as in Colorado has made Application for Certificate of Authority with the Secretary of State of Idaho, pursuant to Section 30-1-110 of the Idaho Code. As the surviving corporation and in compliance with the laws of Colorado regarding said merger, Automated Golf Technology, Inc. also has filed with Secretary of State of Idaho an agreement to be served with process in any proceedings for the enforcement of obligations of Golf Technology, Inc.; to enforce the rights of any dissenting shareholders of Golf Technology, Inc. and to pay to any dissenting shareholder the amount, if any, to which they shall be entitled pursuant to the Idaho act on dissenting shareholders; and to make an irrevocable appointment of the Secretary of State of Idaho as Automated Golf Technology, Inc. agent to accept service of process in any such proceeding pursuant to Section 30-1-77 of the Idaho Code.

2.0 TERMS OF MERGER

2.1 SURVIVING CORPORATION: Automated Golf Technology, Inc. shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Golf Technology, Inc. shall be merged into Automated Golf Technology Inc. and Automated Golf Technology, Inc. shall be fully vested therewith.

2.1(a) The corporate identity, existence, purposes, powers, franchises, rights and immunities of Automated Golf Technology, Inc. shall continue unaffected and unimpaired by the merger, and the provisions of the present charter and by-laws of Automated Golf Technology, Inc. shall remain unchanged and shall continue as the charter and by-laws of the continuing corporation resulting from this merger and it shall be governed by the laws of the State of Colorado.

2.1(b) All property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed.

2.1(c) Such surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations herein merged.

2.2 EFFECTIVE DATE: The merger shall become effective as of the close of business on the day that the Articles of Merger are filed by the Secretary of State in Colorado pursuant to Colorado section 7-7-105 and upon the issuance of a certificate of merger by the Secretary of State in Idaho pursuant to Idaho section 30-1-76. Upon such filing and receipt, and by virtue of such filing and receipt, all property of Golf Technology, Inc., both real and personal, tangible and intangible, and all debts of and obligations of Golf Technology, Inc., without further act or deed, shall be possessed by and vested in Automated Golf Technology, Inc. as set forth above under paragraph 2.1.

2.3 EXCHANGE OF STOCK: Upon the effective date, a holder of stock in Golf Technology, Inc. shall become the holder of stock in Automated Golf Technology, Inc..

2.3(a) As of December 30, 1980, the date of record as set by the Board of Directors of the merging corporations herein, the total shares issued and outstanding in each corporation were:

1. Golf Technology, Inc., 1,005,200 shares of common stock without par value.
2. Automated Golf Technology, Inc., 4,690,934 shares of common stock without par value.

2.3(b) Upon the effective date each holder of a common share of stock in Golf Technology, Inc., shall become the holder of two (2) shares of common stock in Automated Golf Technology, Inc. With the redemption of 1,005,200 shares of Golf Technology, Inc., stock and the issuance of 2,010,400 shares of Automated Golf Technology, Inc., shares, there will be a total of 6,701,334 shares issued and outstanding at that time in Automated Golf Technology, Inc.

2.3(c) On the effective date, the present stock certificates of Golf Technology, Inc., shall be deemed to be the same as Automated Golf Technology, Inc. certificates until they are surrendered and appropriate certificates in Automated Golf Technology, Inc. are issued.

3.0 STOCKHOLDERS APPROVAL

3.1 SUBMIT PLAN FOR APPROVAL: The directors of each of the parties hereto hereby authorize and direct the officers of each of the parties to submit this Plan for Approval to the stockholders of each corporation at a regular or special meeting to be called and held, all in accordance with the laws of Idaho and Colorado, respectively, and in accordance with the respective charter and by-laws of each corporation, as quickly as may be practicable after execution, hereof, and to take such other actions as they may deem desirable to effectuate the merger.

3.2 NOTICE OF MEETING shall be given stockholders of each corporation not less than 20 days before such meeting, notice to contain the time, place, object, and that one of the purposes is to consider the proposed Plan of Merger. Such notice shall be given in accordance with Colorado and/or Idaho law, respectively, and the terms of the charter and by-laws of each of the respective

corporations to each stockholder of record, on the record date set by the respective Board of Directors, whether entitled to vote at such a meeting, or not, the record date to be set for each corporation shall be at the close of business not less than 20 days before said meetings.

3.3 NOTIFY STOCKHOLDERS OF RIGHT TO DISSENT: The directors and officers of each corporation are hereby authorized and directed to include in the notice of meeting a clear and concise statement that if the Plan of Merger is effective, shareholders dissenting therefrom are entitled, if they file a written objection to such Plan in accordance with the provisions of the applicable state law - Colorado or Idaho, respectively, to be paid the fair market value of their shares. In accordance with Idaho law copies of sections 30-1-80 and 30-1-81 of Idaho law on dissenting rights shall be furnished to each shareholder with the notice of meeting.

3.4 PROCEDURE FOR APPROVAL: At said meeting, the Plan of Merger shall be voted on in person or by proxy and if the Plan shall be approved by the affirmative vote of the holders of two-thirds or more of the shares entitled to vote thereon, then that fact shall be certified by the secretary of each corporation under the seal of each corporation, and a petition shall then be presented by the merging corporations to the Secretary of State of Colorado and of Idaho, respectively, along with any other document required by law, with the certificate thereon of the secretaries of each corporation as to the lack of the adoption of this Plan by such corporations. The surviving corporation, Automated Golf Technology, Inc., shall be regarded as a foreign corporation in the State of Idaho and shall file with the Secretary of State of Idaho necessary agreements to comply with section 30-1-77 of Idaho law.

4.0 MODE OF EFFECTING

The name, Articles of Incorporation, officers and directors of the surviving corporation, Automated Golf Technology, Inc., shall remain unchanged on the effective date, and the registered office and principal place of business in the State of Colorado, for Automated Golf Technology, Inc. shall remain unchanged at 3300 East 1st Avenue Suite 210, Denver, Colorado 80206, and the registered agent shall remain Richard L. Ball at such address. Under the Certificate of Authority to transact business in the State of Idaho, the address of the proposed registered office in Idaho is 3406 4th Street, Lewiston, Idaho, 83501, and the proposed registered agent shall be Charles H. Blankenship at such address. The maximum number of shares of capital stock authorized shall remain 50,000,000 shares of common stock without par value.

5.0 NUMBER OF SHARES OUTSTANDING AND ENTITLED TO VOTE.

Total Shares Outstanding. At the date of record as set by each corporations Board of Directors, December 29, 1980, as set for Golf Technology, Inc., and December 30, 1980, as set for Automated Golf Technology, Inc. there were as following:

5.1 Golf Technology, Inc., 1,005,200 shares of common stock without par value were issued and outstanding as of date of record, December 29, 1980.

5.2 Automated Golf Technology, Inc., 4,690,934 shares of common stock without par value were issued and outstanding as of date of record, December 30, 1980.

6.0 NUMBER OF SHARES VOTED FOR AND AGAINST SUCH PLAN

In accordance with all applicable laws stockholder meetings were held by each corporation and the Plan of Merger was approved by over two-thirds of the stockholders of each corporation as follows:

6.1 GOLF TECHNOLOGY, INC.: A special meeting of Golf Technology, Inc. stockholders was held on Tuesday, January 20, 1981 at 7:00 pm, at 631 24th Avenue, Lewiston, Idaho. A total of 974,240 shares were represented at the meeting in person or by proxy out of the total of 1,005,200 shares outstanding. All of the 974,240 shares represented voted for the Plan of Merger, there were no (0) shares voted against the Plan, and 30,960 shares did not attend the meeting and did not submit a proxy for or against the Plan as follows:

Total Shares Outstanding(common, no par value)	1,005,200
Total Shares Voted For the Plan of Merger	974,240
Total Shares Voted Against the Plan of Merger	-0-

6.2 AUTOMATED GOLF TECHNOLOGY, INC.: A special meeting of Automated Golf Technology, Inc. stockholders was held on Monday, January 19, 1981 at 11:00am at 3300 East 1st Avenue Suite 210, Denver Colorado. A total of 4,690,934 shares were represented at the meeting in person or by proxy out of the total of 4,690,934 shares outstanding. All of the 4,690,934 shares outstanding were cast in favor of the Plan of Merger. There were no (0) shares voted against the Plan, as follows:

Total Shares Outstanding(common, no par value)	4,690,934
Total Shares Voted For the Plan of Merger	4,690,934
Total Shares Voted Against the Plan of Merger	-0-

IN WITNESS WHEREOF, each of the parties hereto being duly elected officers of the corporations hereto certify and attest that this Plan was properly submitted before a vote of all shareholders of record in accordance with the laws of Colorado and of Idaho, respectively, and that over two-thirds of all shares outstanding voted for the merger

Dated January 30, 1981.

GOLF TECHNOLOGY, INC.

By: Charles H. Blankenship
It's President

and Aurelia Blankenship
It's Secretary

STATE OF Colorado
COUNTY OF Denver } ss.

AUTOMATED GOLF TECHNOLOGY, INC.

By: Richard L. Ball
It's Chief Executive Officer

and D. L. Kell
It's Secretary

I, Jay Richard Morland, a Notary Public, do hereby certify that on this 30th day of January, 1981, Richard L. Ball, Charles H. Blankenship, Aurelia Blankenship, and Terry R. Kellan, to me personally known to be the persons whose names are subscribed to the foregoing ARTICLES OF MERGER, appeared before me this day in person and acknowledged that they signed, sealed and delivered the foregoing certification in writing as their free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and Notarial seal this day.

My Commission expires: My Commission expires December 29, 1984