



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TEARDROP ACQUISITION CORP.", CHANGING ITS NAME FROM "TEARDROP ACQUISITION CORP." TO "TOMMY ARMOUR GOLF COMPANY", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



77-84-123 ZC (2)

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RETURN AFTER RECORDING TO:

GERALD WILLIS
TEARDROP GOLF
8350 N. LEHIGH AVE
MORTON GROVE, FL 60053



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9429995

DATE: 11-30-98

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1998-12-09 12:38:17
Cook County Recorder 43.00

UNOFFICIAL COPY

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/13/1997
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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
TEARDROP ACQUISITION CORP.**

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Puruant to the provisions of Sections 242 of the Delaware Corporation Law, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is TearDrop Acquisition Corp. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 28, 1997.
3. The following amendment to the Corporation's Certificate of Incorporation was approved by written consent of the directors of the Corporation, and thereafter duly adopted by written consent of the sole shareholder of the Corporation, dated as of November 13, 1997:

RESOLVED, that Article 1 of the Corporation's Certificate of Incorporation be amended in its entirety to read as follows:

- "1. The name of the corporation is Tommy Armour Golf Company (the "Corporation")."
4. The total number of shares entitled to vote on the amendment was 100.
5. The number of shares voting for the amendment was 100 and no shares were voted against the amendment.

The effective date of this Amendment to the Corporation's Certificate of Incorporation shall be upon filing.

Dated the 7th day of November, 1997.

TEARDROP ACQUISITION CORP.

By: Rudy A. Slucker
Name: Rudy A. Slucker
Title: President