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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GPS Golf Media, Inc.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00	<input type="checkbox"/> \$78.75	\$122.50	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy, & Certificate

FROM: Daniel B. Stickle
4046 9th Lane
Vero Beach, Florida 32962
561-978-0931

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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T. Burch JUN 12 2001

ARTICLES OF INCORPORATION
OF

GPS Golf Media, Inc.

ARTICLE I. CORPORATE NAME

The name of this corporation is GPS Golf Media, Inc..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 1180 S. U.S. 1, Suite F, Vero Beach, Florida 32962, Vero Beach, Florida 32962.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Daniel B. Stickle, 4046 9th Lane, Vero Beach, Florida 32962

ARTICLE V. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

Name	Address
Daniel B. Stickle	4046 9th Lane, Vero Beach, Florida 32962
David W. Hollowell	20 Hull Drive, Austin, Texas 78746
Ed Gambella	3050 NE 43 rd Street, Fort Lauderdale, Florida 33308

The undersigned has/have executed these articles of incorporation on June 1, 2001

Daniel B. Stickle, President
Daniel B. Stickle, Title

David W. Hollowell, Vice President
David W. Hollowell, Title

Ed Gambella, Sec/Treas.
Ed Gambella, Title

This document was prepared with the assistance of Kimberly A. Temple Paralegal Service, 1420 20th Street, Vero Beach, Florida 32960, (561) 778-0021 May 31, 2001.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: GPS Golf Media, Inc.
2. The name and address of the registered agent and office is:

Daniel B. Stickle
4046 9th Lane
Vero Beach, Florida 32962

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Daniel B. Stickle
Daniel B. Stickle

Date: June 1, 2001

This document was prepared with the assistance of Kimberly A. Temple Paralegal Service, 1420 20th Street, Vero Beach, Florida 32960, (561) 778-0021 May 30, 2001.

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