

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

904-222-0000  
904-222-3500

**PR60002148**



ACCOUNT NO. # 07200000032

REFERENCE # 795237 1299A

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE # January 8, 1996

ORDER TIME # 9:21 AM

ORDER NO. # 795237

CUSTOMER NO: 1299A

CUSTOMER: Harry B. Stackhouse, Esq  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
P.O. Box 13010

Pensacola, FL 32591

800001581408  
-01/08/96--01030--026  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
JAN - 1 1996

DOMESTIC FILING

NAME: NCW GOLF ENTERPRISES, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
96 JAN - 8 AM 11: 11  
DIVISION OF CORPORATION

FILED  
96 JAN - 8 PM 4: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN - 8 1996

EFFECTIVE DATE  
JAN - 1 1996

ARTICLES OF INCORPORATION  
OF  
NCW GOLF ENTERPRISES, INC.

FILED  
96 JAN -8 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, JACK CANTWELL, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is NCW GOLF ENTERPRISES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 3276 West Scott Street, Pensacola, Florida 32505.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this

corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be 3276 West Scott Street, Pensacola, Florida 32505, and the name of the initial registered agent of this corporation at that address is Jack Cantwell.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Jack Cantwell  
3276 West Scott Street  
Pensacola, Florida 32505

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Jack Cantwell  
3276 West Scott Street  
Pensacola, Florida 32505

**ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of this corporation's existence shall be the 1st day of January, 1996.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 25 day of December, 1995.

**INCORPORATOR:**

  
\_\_\_\_\_  
JACK CANTWELL

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of NCW GOLF ENTERPRISES, INC. Further, I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
JACK CANTWELL

P96000002148

**Cantwell & Manning**  
Steel Erectors, Inc.

P. O. Box 18828  
Panama, FL 32523

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) | \_\_\_\_\_ (Document #) 200002166582--6  
--05/06/97 --01004--006  
\*\*\*\*\*96.25 \*\*\*\*\*96.25
2. \_\_\_\_\_ (Corporation Name) | \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) | \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) | \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**FILED**  
 97 MAY -5 AM 9:49  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 5/5/97

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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**ARTICLES OF DISSOLUTION**

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is: NCM Golf Enterprises, Inc.

**SECOND:** The date dissolution was authorized: April 22, 1997

**THIRD:** Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_ (voting group)

Signed this 22nd day of April, 19 97

Signature Jack R. Cantwell  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Jack R. Cantwell  
(Typed or printed name)

President  
(Title)

**FILED**  
**97 MAY -5 AM 9:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**