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FLORIDA DIVISION OF CORPORATIONS
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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200 FAX #: (954)766-7800

NAME: XGA GOLF INTERNATIONAL, INC.
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ARTICLES OF INCORPORATION
OF
XGA GOLF INTERNATIONAL, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: XGA GOLF INTERNATIONAL, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 73-929 Larrea, Suite 1B, Palm Dessert, California 92260.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1800
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Thirty Million (30,000,000) shares of Common Stock, par value \$.001 per share and Three Million (3,000,000) shares of Preferred Stock at \$.01 par value per share.

Series of Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

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ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

Robert Carl Silzer
489 Granville Street, Suite 555
Vancouver, BC VGY 1T2

Eric Redd
74 940 Highway 111
Room 113
Indian Wells, California 92260

Randy Saunders
1004-750 W. Pender Street
Vancouver, BC V6C 2T8

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Roxanne K. Beilly, c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

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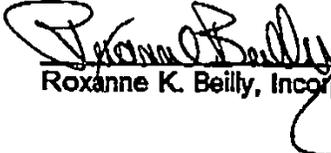
ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 15th day of January, 1997.



Roxanne K. Beilly, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

XGA GOLF INTERNATIONAL, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 73-929 Larrea, Suite 1B, Palm Desert, California 92260 has named South Florida Registered Agents, Inc., whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.

By: Beverly F. Bryan
Beverly F. Bryan, President

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TALLAHASSEE, FLORIDA

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