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**CUBAN
AMERICAN
OFFICE**

3309 N.W. 7th STREET
MIAMI, FLORIDA 33125

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #) 300002371763--7
-12/15/97--01040--011
****126.00 ****126.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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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 type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

FILED
97 DEC 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-27935

B. REGISTERED DEC 22 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1997

CUBAN AMERICAN OFFICE
3309 N.W. 7TH STREET
MIAMI, FL 33125

SUBJECT: PLANET GOLF SHOP, INC.
Ref. Number: W97000027935

We have received your document for PLANET GOLF SHOP, INC. and your check(s) totaling \$126.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Article V you need to list the titles of officers/directors by their names.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 497A00058925

ARTICLES OF INCORPORATION
OF

Planet Golf Shop, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: *Planet Golf Shop, Inc.*

The principal place of business of this corporation shall be:

3309 NW 7 St. Miami, Fl. 33125 Phone 305 649-1154

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: *50 Shares no par value.*

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

*President - Ronald Karasz - 9800 NE 5th Ave Rd. Miami Shores Fl.
Treasurer - James Irving - 2500 Eagle Watch Lane Weston Fl.
Secretary*

ARTICLE VI INCORPORATOR(S)

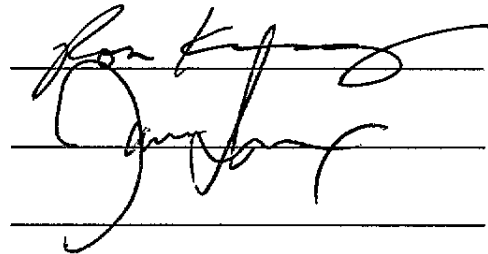
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Ronald Karasz - 9800 NE 5th Ave Rd. Miami Shores
Fl - 50 shares.

James Irving - 2500 Eagle Watch Lane
Weston, Fl. no shares.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 5, day of Dec, 1997.

Signature(s) of Incorporator(s)

The block contains two handwritten signatures on a set of three horizontal lines. The top signature is for Ronald Karasz, and the bottom signature is for James Irving.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

Planet Golf Shop, Inc.

2. The name and address of the registered agent and office is:

Ronald Karasz.

(P.O. BOX NOT ACCEPTABLE)

9800 NE 5th Ave. Rd. Miami Shores, Fl.

(CITY/STATE/ZIP)

SIGNATURE

Ron Karasz

TITLE PRESIDENT

DATE 12/5/97

FILED
97 DEC 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Ron Karasz

DATE

12/5/97