

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000001871

CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 112415 4393037

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 8, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 112415

CUSTOMER NO: 4393037

CUSTOMER: Frederick J. Mills, Esq.
MORRISON MORRISON & MILLS, PA

Suite 100
1200 West Platt Street
Tampa, FL 33606

J. TAX _____
FILING 1793.75
R. AGENT FEE 35.00
C. COPY 2.75
TOTAL 1793.75
N. BARR _____
BALANCE DUE _____
FUND _____

DOMESTIC FILING

NAME: ONE UP GOLF SARASOTA, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: BK

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT -8 PM 1:42
DIVISION OF CORPORATION

300001971663
-10/11/96--01052--004
***1793.75 ***1793.75

RECEIVED
96 OCT -8 AM 11:06
DIVISION OF CORPORATION

10/8/96

CERTIFICATE OF LIMITED PARTNERSHIP OF ONE UP GOLF SARASOTA, LTD.

1. The name of the limited partnership is ONE UP GOLF SARASOTA, LTD.

2. The general partner of the limited partnership is One Up Golf of Sarasota, Inc., a Florida corporation, and the mailing address of the partnership is:

c/o One Up Golf of Sarasota, Inc.
8405 Sunstate Street
Tampa, Florida 34634

296000036118

3. The name and address of the agent for service of process is:

Frederick J. Mills, Esquire
c/o Morrison, Morrison & Mills, P.A.
1200 W. Platt Street, Suite 100
Tampa, Florida 33606

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT - 8 PM 1:42

4. The principal place of business of the partnership is:

4014 S. Tamiami Trail (U.S. Hwy. 41)
Sarasota, Florida 34231

5. The effective date of the limited partnership is:

October 8, 1996

6. The latest date upon which the limited partnership is to dissolve, wind-up, and liquidate is:

September 30, 2016

This Certificate of Limited Partnership of ONE UP GOLF SARASOTA, LTD., has been executed on the 1st day of October, 1996. By such execution, the general partner whose signature is set forth below hereby affirms, under the penalties of perjury, that the facts stated herein are true.

ONE UP GOLF SARASOTA, LTD.,
a Florida limited partnership

By: ONE UP GOLF OF SARASOTA, INC.,
a Florida corporation, its
general partner

By: Kenneth L. Sellers
Kenneth L. Sellers, its
President

Having been as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Frederick J. Mills
Frederick J. Mills, Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority personally appeared the sole general partner of ONE UP GOLF SARASOTA, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership through the date below set forth made by the limited partners of the Partnership is \$50.00.

2. The total amount contributed and anticipated to be contributed to the Partnership through the date below set forth made by the limited partners of the Partnership is \$675,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge and belief.

ONE UP GOLF SARASOTA, LTD.,
a Florida limited partnership

By: ONE UP GOLF OF SARASOTA, INC.,
a Florida corporation, its
general partner

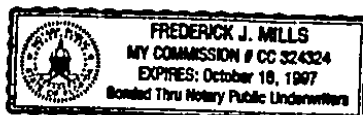
By: Kenneth L. Sellers
Kenneth L. Sellers, its
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of October, 1996, by KENNETH L. SELLERS, as President of ONE UP GOLF OF SARASOTA, INC., a Florida corporation, as general partner of ONE UP GOLF SARASOTA, LTD., a Florida limited partnership, who is personally known to me or produced a _____ driver's license as identification

Frederick J. Mills
Print name: Frederick J. Mills
NOTARY PUBLIC, STATE OF FLORIDA

My commission no. is: _____
My commission expires: _____



FILED STATE
SECRETARY OF CORPORATIONS
8 OCT -8 PM 1:42

A96000001871

Morrison, Morrison & Mills, P.A.

THOMAS H. MORRISON
BUDAN D. MORRISON*
FREDERICK J. MILLS
JAMES E. HOLMES, JR.
JACKIE L. FULFORD

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

TELEPHONE (813) 888-3311
TELECOPIER (813) 888-3209
*ADMITTED IN FLORIDA AND NEW YORK

March 11, 1997

500002112735--7
-03/13/97--01085--014
*****593.75 *****52.50

Florida Secretary of State
Division of Corporations
Attn: Limited Partnership Section (Diane Cushing)
409 E. Gaines Street
Tampa, Florida 32399

**Re: Amended and Restated Certificate of Limited Partnership
One Up Golf Sarasota, Ltd. to One Up Golf Gwinnett, Ltd.**

Dear Ms. Cushing:

Pursuant to my conversation with your office, enclosed please find the revised Annual Report for One Up Golf Sarasota, Ltd., along with a check in the amount of \$593.75 representing \$52.50 in fees which are due on the the Amended and Restated Certificate of Limited Partnership which is enclosed, and \$541.25 for the annual report fee.

Upon receipt and review, should you have any questions, please do not hesitate to call.

Sincerely,

Frederick J. Mills
Frederick J. Mills

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 12 PM

Name	3/12/97
Availability	da
FJM/pmp	PS
Enclosure	DCC
Adjudgement	DCC
Verifier	

Also enclosed is a copy of the Amended & Restated Certificate that I request you date stamp and return to me in the envelope provided.
Thanks
name change & changing
MO

FILING: 52.50
R. AGENT FEE
C. COPY
TOL
N. BANK
BALANCE DUE
REFUND

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF ONE UP GOLF SARASOTA, LTD., CHANGING ITS NAME TO
ONE UP GOLF GWINNETT, LTD.

1. The limited partnership currently named ONE UP GOLF SARASOTA, LTD. is hereby changed as follows:

ONE UP GOLF GWINNETT, LTD.

2. The general partner which is currently ONE UP GOLF OF SARASOTA, INC., is hereby changed to ONE UP GOLF OF GWINNETT, INC.

3. The mailing address of the limited partnership's office is changed to:

c/o One Up Golf of Gwinnett, Inc.
8405 Sunstate Street
Tampa, Florida 33634

4. The name and address of the agent for service of process is:

Frederick J. Mills, Esquire
c/o Morrison, Morrison & Mills, P.A.
1200 W. Platt Street, Suite 100
Tampa, Florida 33606

5. The principal place of business of the partnership is changed to:

2385 Pleasant Hill Road
Duluth, Georgia 30136

6. The effective date of the limited partnership is:

October 8, 1996

7. The Certificate of Limited Partnership for ONE UP GOLF SARASOTA, LTD. was originally filed with the Florida Secretary of State is:

October 8, 1996

8. The latest date upon which the limited partnership is to dissolve, wind-up, and liquidate is:

September 30, 2016

This Amended and Restated Certificate of Limited Partnership of ONE UP GOLF SARASOTA, LTD., changing its name to ONE UP GOLF GWINNETT, LTD., has been executed on the 11th day of March, 1997. By such execution, the new general partner whose signature is set forth below hereby affirms, under the penalties of perjury, that the facts stated herein are true, and this Amended and Restated Certificate of Limited Partnership is duly executed and filed in accordance with Section 620.109 Florida Statutes.

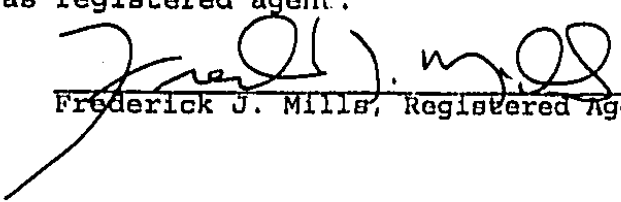
ONE UP GOLF GWINNETT, LTD.,
a Florida limited partnership

By: ONE UP GOLF OF GWINNETT, INC.,
a Florida corporation, its
general partner

By: 
Kenneth L. Sellers, its
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 MAR 12 PM 2:16

Having been designated as registered agent and to accept service of process for the above stated partnership at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Frederick J. Mills, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 12 PM 2:16

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Morrison, Morrison & Mills, P.A.

THOMAS K. MORRISON
BUDAN B. MORRISON*
FREDERICK J. MILLS
JAMES E. HOLMES, JR.
JACKIE L. FULFORD

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

TELEPHONE (813) 288-3311
TELECOPIER (813) 288-3200
*ADMITTED IN FLORIDA AND NEW YORK

May 28, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002198375--9
-06/02/97--01146--001
*****52.50 *****52.50

Re: Name Change for One Up Golf Gwinnett, Ltd.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Amended and Restated Certificate of Limited Partnership of One Up Golf Gwinnett, Ltd. The certificate changes the name of the partnership to "One Up Golf Buckhead, Ltd." Also enclosed is this firm's check in the amount of \$52.50 for filing fee.

At your earliest convenience, please file the original certificate and return the copy to this office with a notation or stamp indicating that the original has been filed. A stamped, self-addressed envelope has been provided for this purpose.

Thank you for your assistance in this matter. Should you have any questions, please give me a call.

Respectfully,

[Signature]
James E. Holmes, Jr.

A96000001871

Name	
Availability	
Enclosures:	
Document	
Examine	Original certificate
	Duplicate certificate
	Filing fee
	SASE
Verifier	
cc:	Fred Mills
Acknowledgement	Kenny Sellers
W.P. Verifier	Doc

name change

FILED
97 JUN -2 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF ONE UP GOLF GWINNETT, LTD., CHANGING ITS NAME TO
ONE UP GOLF BUCKHEAD, LTD.

1. The limited partnership currently named ONE UP GOLF GWINNETT, LTD. is hereby changed as follows:

ONE UP GOLF BUCKHEAD, LTD.

2. The general partner which is currently ONE UP GOLF OF GWINNETT, INC., is hereby changed to ONE UP GOLF OF BUCKHEAD, INC.

3. The mailing address of the limited partnership's office is changed to:

c/o One Up Golf of Buckhead, Inc.
8405 Sunstate Street
Tampa, Florida 33634

PA 7000046424

4. The name and address of the agent for service of process is:

Frederick J. Mills, Esquire
c/o Morrison, Morrison & Mills, P.A.
1200 W. Platt Street, Suite 100
Tampa, Florida 33606

5. The principal place of business of the partnership remains:

8405 Sunstate Street
Tampa, Florida 33634

6. The effective date of the limited partnership is:

October 8, 1996

7. The Certificate of Limited Partnership for ONE UP GOLF GWINNETT, LTD. was originally filed with the Florida Secretary of State under the name ONE UP GOLF SARASOTA, LTD., on:
October 8, 1996

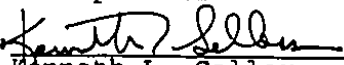
8. The latest date upon which the limited partnership is to dissolve, wind-up, and liquidate is:

September 30, 2016

This Amended and Restated Certificate of Limited Partnership of ONE UP GOLF GWINNETT, LTD., changing its name to ONE UP GOLF BUCKHEAD, LTD., has been executed on the 28th day of May, 1997. By such execution, the new general partner whose signature is set forth below hereby affirms, under the penalties of perjury, that the facts stated herein are true, and this Amended and Restated Certificate of Limited Partnership is duly executed and filed in accordance with Section 620.109 Florida Statutes.


ONE UP GOLF BUCKHEAD, LTD.,
a Florida limited partnership

By: ONE UP GOLF OF BUCKHEAD, INC.,
a Florida corporation, its
general partner

By: 
Kenneth L. Sellers, its
President

97
JUN - 2 11 10 38
FILED

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


Frederick J. Mills, Registered Agent

FILED

97 JUN -2 AM 10:38

STATE
TALLAHASSEE, FLORIDA