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REFERENCE: 0163. 4023
DATE: 10-2-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Dirot-RFG Joint Venture,
L.L.C.

STATE FEES PREPAID WITH CHECK # 3331 FOR \$ 293.75

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-10/02/98--01056--008
****293.75 ****293.75

PLEASE FILE:

- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- MERGER
- WITHDRAWAL
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- TRADEMARK/SERVICE
- UCC-1
- UCC-3

PROVIDE US WITH:

- CERTIFIED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>

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*****43.75 *****43.75

**ARTICLES OF ORGANIZATION
OF
DIVOT-RFG JOINT VENTURE, L.L.C.**

1. Name. The name of this limited liability company is DIVOT-RFG JOINT VENTURE, L.L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Department of State until the earlier of December 31, 2058 or the occurrence of any of the events specified in the regulations, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office is 201 North Franklin Street, Suite 200, Tampa, Florida 33602.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Clifford F. Bagnall. The street address of the initial registered agent of the Company is 201 North Franklin Street, Suite 200, Tampa, Florida 33602.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$100. No additional contributions have been agreed upon.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless all remaining members agree in writing to continue the business of the Company.

9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The Company shall initially be managed by the following persons, who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualified:

Jeremiah M. Daly

201 North Franklin Street
Suite 200
Tampa, Florida 33602

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Joseph R. Cellura 201 North Franklin Street
Suite 200
Tampa, Florida 33602

Clifford F. Bagnall 201 North Franklin Street
Suite 200
Tampa, Florida 33602

James McNulty 201 North Franklin Street
Suite 200
Tampa, Florida 33602

George Lesnick 231 Royal Palm Way
Suite 100
Palm Beach, Florida 33480

The undersigned executed these Articles of Organization effective as of the 15th day of October, 1998.

MEMBER:

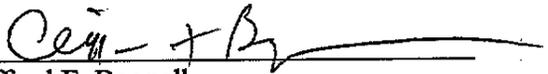
DIVOT GOLF CORPORATION

By: Cliff F. Bagnall
Clifford F. Bagnall
Chief Operating Officer and Chief
Financial Officer

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, 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.


Clifford F. Bagnall

Dated: October 1, 1998

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**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

I, Clifford F. Bagnall, being the Chief Operating Officer and Chief Financial Officer of DIVOT GOLF CORPORATION, a Florida corporation, as an initial member of DIVOT-RFG JOINT VENTURE, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of \$100 of cash to the Company.
3. No property other than the cash identified in number 2 hereof will be contributed.
4. It is anticipated that no additional cash or property will be contributed in the future by the members of the Company.

Executed this 1st day of October, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MEMBER:

DIVOT GOLF CORPORATION

By: Clifford F. Bagnall
Clifford F. Bagnall
Chief Operating Officer and Chief
Financial Officer

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