

L99000001225
CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 MAR -4 PM 12:51

CONTACT:

CINDY HICKS

DATE:

3-4-99

REF. #:

0163.5842

CORP. NAME:

The Memorial Group, L.L.C.

70000279425

-03/04/99--01043--027

****293.75 ****293.75

- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() CERT. OF AUTHORITY () LIMITED PARTNERSHIP () LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: B

STATE FEES PREPAID WITH CHECK# 4418 FOR \$ 293.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

RECEIVED
99 MAR -4 AM 11:10
DIVISION OF CORPORATION

PLEASE RETURN:

() CERTIFIED COPY

(X) CERTIFICATE OF STATUS

(X) PLAIN STAMPED COPY

Examiner's Initials

BK 3/4/99

**ARTICLES OF ORGANIZATION
OF
THE MEMORIAL GROUP, L.L.C.**

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DIVISION OF CORPORATIONS
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1. Name. The name of this limited liability company is THE MEMORIAL GROUP, L.L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.
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 address of the Company is Post Office Box 272807, Tampa, Florida 33688. The street address of the Company's principal office is 25107 Tradewinds Drive, Land O'Lakes, Florida 34639.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Fred S. Ridley. The street address of the initial registered agent of the Company is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$100.00. 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 the remaining members, by unanimous written agreement, consent 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 corporation, who shall serve as manager until the first annual meeting of the members or until its successor or successors are elected and qualified:

GARY KOCH GOLF, INC.
25107 Tradewinds Drive
Land O'Lakes, Florida 34639

2591093

31 The undersigned executed these Articles of Organization effective as of the
day of March, 1999.

MEMBER:

GARY KOCH GOLF, INC., a Florida
corporation

By: 

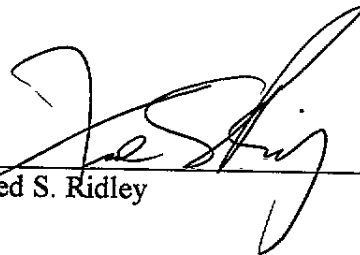
TONY A. MATTERA,
CHIEF EXECUTIVE OFFICER

8506-001-637073v2

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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.


Fred S. Ridley

Dated: March 3, 1999

8506-001-637073v2

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

I, TONY A. MATTERA, as CHIEF EXECUTIVE OFFICER of GARY KOCH GOLF, INC., a Florida corporation, an initial member of THE MEMORIAL GROUP, 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 \$100.00 of cash to the Company.
3. No additional contributions have been agreed upon.

Executed this 31st day of March, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I, in my capacity as Chief Executive Officer, 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.)

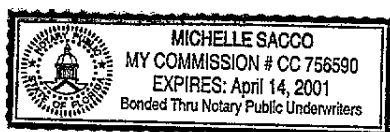
MEMBER:

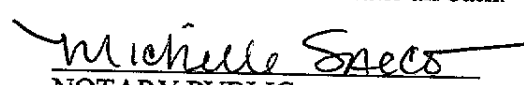
GARY KOCH GOLF, INC., a Florida corporation

By 
TONY A. MATTERA,
CHIEF EXECUTIVE OFFICER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 31st day of March, 1999, before me personally appeared, TONY A. MATTERA, who is personally known to me and did not take an oath.




NOTARY PUBLIC

Printed Name:

Commission No.:

My Commission Expires: