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May 26, 1999

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

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Re: **Organization of Pro Max Golf Manufacturing Company, L.L.C.**

Dear Sir/Madam:

Enclosed herewith are the original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Affidavit and Designation of Registered Agent prepared for the initial filing of Articles of Organization for Pro Max Golf Manufacturing Company, L.L.C. Please file accordingly and return the copies, with time and date stamp, to me in the enclosed envelope. Also please provide a certified copy of the Articles of Organization.

A check in the amount of \$337.50 for your fee is enclosed.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

QUARLES & BRADY LLP

F. Joseph McMackin, III

FJM/smb
Enclosures
cc: Mr. Robert G. Brown
Mr. Terence Gould

**ARTICLES OF ORGANIZATION OF
PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 28000 Spanish Wells Boulevard, Unit 103, Bonita Springs, Florida 34135.

ARTICLE III

DURATION

This limited liability company shall exist perpetually unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by the managing members. The name and address of the managing members are as follows:

Mr. Robert G. Brown
13056 Coco Plum Lane
Naples, FL 34119

Mr. Terence Gould
12721 Hunters Ridge Drive
Bonita Springs, FL 34135

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ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent of existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may be sold or otherwise transferred but only after the existing other members have waived their right of first refusal as more fully set out in the Regulations.

ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the limited liability company will terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, however, the remaining members shall have the right to continue the existence of the limited liability company upon the unanimous consent of such remaining members.

Executed by the undersigned at Naples, Florida on May 24th, 1999.


ROBERT G. BROWN


TERENCE GOULD

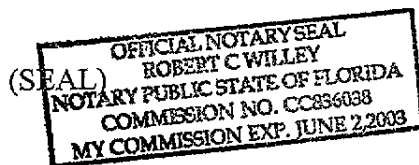
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In accordance with § 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 24th day of May, 1999, by ROBERT G. BROWN on behalf of **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**, a limited liability company, who ☒ is personally known to me or ☐ who produced a driver's license as identification.



Robert C. Willey
Name:
Notary Public
My Commission Expires:

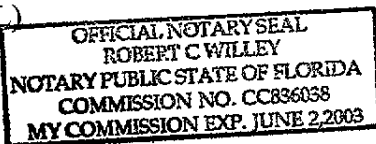
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DIVISION OF RECORDS
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STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 29th day of May, 1999, by TERENCE GOULD on behalf of **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**, a limited liability company, who ☒ is personally known to me or ☐ who produced a driver's license as identification.

(SEAL)



Robert C. Willey
Name:
Notary Public
My Commission Expires:

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared ROBERT G. BROWN, a Member of **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**, who, being first duly sworn deposes and says:

1. That the limited liability company known as **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.** has at least one (1) member.
2. The total amount of cash contributed by members of **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.** is FIVE THOUSAND DOLLARS (\$5,000.00) CASH.
3. The total of cash and property anticipated to be contributed by members is FIVE THOUSAND DOLLARS (\$5,000.00). This amount includes the amount from Paragraph 2 above.

Further, Affiant sayeth naught.


ROBERT G. BROWN

In accordance with § 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.

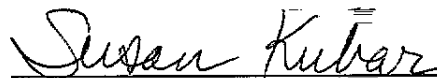
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 24 day of May, 1999, by ROBERT G. BROWN, who ☒ is personally known to me or, ☐ has produced a driver's license as identification.

(SEAL)



Susan Kubar
MY COMMISSION #CC573957 EXPIRES
July 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



Name:
Notary Public
Commission #
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

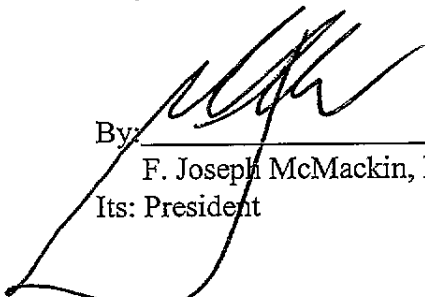
The name of the limited liability company is **PRO MAX GOLF MANUFACTURING COMPANY, L.L.C.**

The name of the initial registered agent of the limited liability company is NAPLES-LAWDOCK, INC., and the address of the office of the registered agent is c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

NAPLES-LAWDOCK, INC.,
Registered Agent

By: 
F. Joseph McMackin, III
Its: President

Date: May 25, 1999