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BRUCE R. ABERNETHY, JR., P.A.

ATTORNEY AT LAW

900 VIRGINIA AVENUE

PROFESSIONAL CENTRE, SUITE 6

FORT PIERCE, FLORIDA 34982

TELEPHONE (561) 489-4901

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October 18, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300003020043--7

-10/20/99--01080--008

***337.50 ***155.00

Re: Golfgarage.com, L.C.

Dear Sir/Madam:

Enclosed for filing you will find the following:

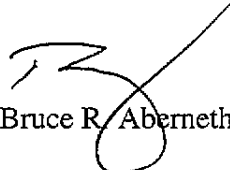
1. Articles of Organization of Golfgarage.com, L.C., a Florida Limited Liability Company.
2. Affidavit of Membership and Contributions.
3. Statement Designating Registered Agent and Office of Golfgarage.com, L.C.

Please file the Articles of Organization and return proof of filing, as well as a Certified Copy of Record to the undersigned at your earliest convenience. Our check in the amount of \$337.50 made payable to the Florida Division of Corporations is enclosed to cover the required filing fee (\$250.00 for filing Articles of Organization, \$35.00 for Registered Agent Designation, and \$52.50 for Certified Copy of Record).

If you have any questions or if additional information is required, please do not hesitate to call.

Thank you in advance for your cooperation and assistance.

Sincerely,


Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

~~WAA-24475~~
007891/02831/02827/02766/00671

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TALLAHASSEE, FLORIDA
10-29-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 1999

BRUCE R. ABERNETHY, JR., P.A.
900 VIRGINIA AVENUE
PROFESSIONAL CENTRE, SUITE 6
FORT PIERCE, FL 34982

SUBJECT: GOLFGARAGE.COM, L.C.
Ref. Number: W99000024495

We have received your document for GOLFGARAGE.COM, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

Please return 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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 199A00051114

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GOLFGARAGE.COM, L.C.
ARTICLES OF ORGANIZATION

The undersigned certifies that the members of Golfgarage.com, L.C. have associated themselves together for the purposes 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. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business for the limited liability company established hereunder.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Golfgarage.com, L.C., and its principal office shall be located at 442 N.W. Floresta Drive, Port St. Lucie, FL 34983, but it shall have the power and authority to establish branch offices at any or place or places as the members may designated.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the state of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and properties so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, in this capacity or under this arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service and to render any other service or assistance it may lawfully do under the laws of the state of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the state of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They should be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

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ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time pursuant to the regulations of the limited liability company by the vote of members of the limited liability company who individually or collectively own Interests equal to or greater than seventy percent (70%) of the total Interests of the Company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by one Manager. The name and address of the person who shall serve as the Manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

Arlen Bento, Jr.
442 N.W. Floresta Drive
Port St. Lucie, FL 34983

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by vote of members who individually or collectively own Interests equal to or greater than seventy percent (70%) of the total Interests in the Company. 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 not be sold or otherwise transferred except with the written consent of members who individually or collectively own Interests equal to or greater than seventy percent (70%) of the total Interests in the Company.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the appearance of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon the unanimous consent of the remaining members.

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ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions consisting of cash in the amount of \$15,000.00 and intellectual property rights with undetermined value of shall be transferred to the limited liability company by the members which capital contributions shall be in proportion to their respective interests in the property to be transferred. Additional contributions will be made as required and as determined by the Manager with the consent of the contributing members, or as otherwise provided in the operating agreement of the Company.

ARTICLE VII
PROFITS AND LOSSES

A. Profit Sharing. The members shall be entitled to the net profits arising in the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

<u>NAME</u>	<u>PERCENTAGE INTEREST</u>
Arlen Bento, Jr.	90%
Phil Petruzzelli	5%
Arlen W. Bento, Sr. and Marvel H. Bento, As Tenants by the Entireties	5%
	<hr/> 100%

The distributive share of the profit shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being that date upon which the Articles of Organization shall have been filed with the Secretary of State, Division of Corporations, State of Florida.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if those sources are insufficient to cover such losses, by the members in the following shares:

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<u>NAME</u>	<u>PERCENTAGE INTEREST</u>
Arlen Bento, Jr.	90%
Phillip Petruzzelli	5%
Arlen W. Bento, Sr. and Marvel H. Bento, As Tenants by the Entireties	5%
	100%

ARTICLE VIII **DURATION**

This limited liability company shall exist perpetually, unless sooner terminated and dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

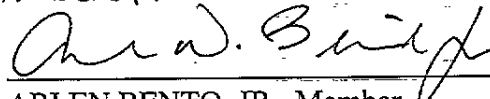
ARTICLE IX **INITIAL REGISTERED OFFICE, REGISTERED AGENT, AND MAILING ADDRESS**

The address of the initial registered office of the limited liability company is 442 N.W. Floresta Drive, Port St. Lucie, FL 34983, and the name of the company's initial registered agent at that address is Arlen Bento, Jr. The mailing address of the limited liability company is 1337 N.W. St. Lucie West Blvd., PMB#210, Port St. Lucie, FL 34986.

The undersigned, being all of the initial members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Golfgarage.com, L.C.

EXECUTED by the undersigned at Fort Pierce, Florida, on October 8, 1999.

Port St. Lucie, FL



ARLEN BENTO, JR., Member



PHIL PETRUZZELLI, Member



ARLEN W. BENTO, SR., Member



MARVEL H. BENTO, Member

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STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me personally appeared, ARLEN BENTO, JR., who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of October, 1999.

Jane L. Brock

NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE



Jane L. Brock
MY COMMISSION # CC799916 EXPIRES
February 12, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

PRINTED NAME OF NOTARY

NOTARY STAMP:

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me personally appeared, PHILLIP PETRUZZELLI, who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8 day of Oct., 1999.

Lisa M. Walker
NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

LISA M. WALKER
PRINTED NAME OF NOTARY

NOTARY STAMP:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me personally appeared, ARLEN W. BENTO, SR., who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of October, 1999.



Jane L. Brock
MY COMMISSION # CC799916 EXPIRES
February 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Jane L. Brock

NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

PRINTED NAME OF NOTARY

NOTARY STAMP:

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me personally appeared, MARVEL H. BENTO, who is personally known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing instrument, and she acknowledged before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of October, 1999.



Jane L. Brock
MY COMMISSION # CC799916 EXPIRES
February 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Jane L. Brock

NOTARY PUBLIC, STATE OF FLORIDA AT
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PRINTED NAME OF NOTARY

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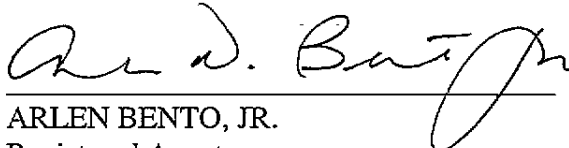
**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
OF GOLFGARAGE.COM, L.C.**

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement and designation of its registered office and registered agent in the state of Florida:

1. The name of the limited liability company is GOLFGARAGE.COM, L.C.
2. The name of the registered agent for GOLFGARAGE.COM, L.C. is ARLEN BENTO, JR., and the street address of the Company's registered office where the agent is located is 442 N.W. Floresta Drive, Port St. Lucie, FL 34983.
3. This statement is to acknowledge that, as indicated above, GOLFGARAGE.COM, L.C., has appointed me, ARLEN BENTO, JR., as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations in my position as registered agent.

DATED this 15 day of OCTOBER, 1999.

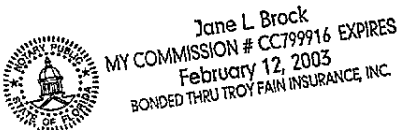

ARLEN BENTO, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 15th day of October, 1999, by ARLEN BENTO, JR. He is personally known to me or has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

PRINTED NAME OF NOTARY
NOTARY STAMP:



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