

NO10000001653



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 070309 7194225

AUTHORIZATION : *Patricia Piquito*

COST LIMIT : \$ 78.75

01 MAR -8 AM 11:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 8, 2001

ORDER TIME : 9:35 AM

ORDER NO. : 070309-005

800003818688--0

CUSTOMER NO: 7194225

CUSTOMER: Suzanne J. Walker, Legal Asst
Whittemore & Manelli, P.a.
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: GOLF GAME OF OPPORTUNITY,
INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

6260
W01-5293

Pat 3/8/01

RECEIVED
01 MAR -8 AM 10:48
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 8, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GOLF GAME OF OPPORTUNITY, INC.
Ref. Number: W01000005293

We have received your document for GOLF GAME OF OPPORTUNITY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 401A00014269

3/9/2001

per my conversation w/Bobbie - a portion
provisions on articles are ok.

Thank you

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 MAR -9 AM 10:06

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED

ARTICLES OF INCORPORATION
OF
GOLF GAME OF OPPORTUNITY, INC.

01 MAR -8 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes) hereby makes, subscribes, acknowledges, and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit on the following terms and conditions.

ARTICLE I

NAME

The name of the Corporation shall be GOLF GAME OF OPPORTUNITY, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

Corporate existence shall commence upon the filing of these Articles by the Secretary of the State of Florida. The corporation shall have perpetual duration.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized and shall be organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (hereinafter "the Code"); to create, contribute to, support and maintain charitable, religious, literary, educational and scientific institutions, organizations, and

funds of any kind; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall further the said purposes.

Section 2. It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its religious, charitable, scientific, testing for public safety, literary, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), prevention of cruelty to children or animals, or educational purposes either directly or by contributors to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

Section 3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the regulations issued thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The address of the principal office of the Corporation is 229 Katherine Boulevard, #3202, Palm Harbor, Florida 34684. The street address of the initial registered office of this Corporation is 400 North Tampa Street, Suite 2630, Tampa, Florida 33602 and the name of the initial Registered Agent of this Corporation at that address is Donald H. Whittemore.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than three (3). The names and addresses of the initial Directors of this Corporation are:

Thomas E. Shea
229 Katherine Boulevard, #3202
Palm Harbor, Florida 34684

Daniel Lawrence
8649 North Himes, #309
Tampa, Florida 33614

Arthur Kirk, III
30241 Fairway Drive
Wesley Chapel, Florida 33543

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this Corporation is Thomas E. Shea, 229 Katherine Boulevard, #3202, Palm Harbor, Florida 34684.

ARTICLE VII

AMENDMENT

Unless otherwise set forth herein, this Corporation reserves the right, in accordance with the Florida Not For Profit Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto.

ARTICLE VIII

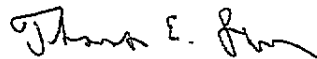
DISSOLUTION

This Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations qualifying under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or they may hereafter be amended, as determined in the plan to dissolve adopted in the manner set forth above in this Article VIII.

IN WITNESS HEREOF, the above-named Incorporator has hereunto subscribed his name this 7 day of March, 2001.



THOMAS E. SHEA, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

GOLF GAME OF OPPORTUNITY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED DONALD H. WHITTEMORE, LOCATED AT 400 NORTH TAMPA STREET, SUITE 2630, CITY OF TAMPA, STATE OF FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Thomas E. Shea
THOMAS E. SHEA
TITLE: Incorporator
DATE: March 7, 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT:

Donald H. Whittemore

DATE: March 7, 2001.

FILED
01 MAR -8 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA