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11-25-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-25-02
[Signature]

KENNETH B. WHEELER, LL.M. TAX, P.A.

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November 25, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: The National Golf Leagues, Inc.

Dear Sir or Madam:

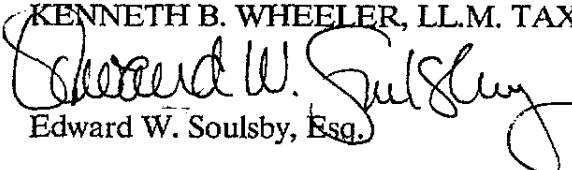
Enclosed herewith are an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing, effective November 25, 2002.

Please return the copy with the filing information stamped on it. A return envelope is provided for your convenience. Also enclosed is our firm check in the amount of \$70.00 for the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.


Edward W. Soulsby, Esq.

EWS/sae
Enclosures
cc: Mr. William L. Colleser

EFFECTIVE DATE
11-25-02

ARTICLES OF INCORPORATION
OF
THE NATIONAL GOLF LEAGUES, INC.

FILED
02 DEC -2 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

THE NATIONAL GOLF LEAGUES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 8530 Milano Drive, #2131, Orlando, Florida 32810.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the Internal Revenue Code).

The objectives and purposes for which this Corporation is formed are to make contributions to organizations qualified as tax-exempt under Internal Revenue Code Section 501(c)(3).

ARTICLE IV
POWERS

This Corporation shall have and may exercise any and all of the powers conferred upon corporations not for profit by or pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of this Corporation and the date on which its existence begins is November 25, 2002. This Corporation shall have perpetual existence.

ARTICLE VI BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of three (3) members. The names and addresses of the members of the first Board of Trustees are:

William L. Collester

8530 Milano Drive, #2131
Orlando, FL 32810

Joe Dalton

507 Heather Brite Circle
Apopka, Florida 32712

Tom Whitcomb

2600 Maitland Center Parkway, Suite 330
Maitland, Florida 32751

The members of the First Board of Trustees (who shall also be members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

The manner and method of the election of the members of the Board of Trustees of this Corporation shall be set forth in the Bylaws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789. The name of the initial Registered Agent of this Corporation at that address is Edward W. Soulsby, Esq.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is William L. Collester and his street address is 8530 Milano Drive, #2131
Orlando, FL 32810

ARTICLE IX
MEMBERS

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE X
BYLAWS

The Board of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25 day of November, 2002.



William L. Colleston, Incorporator

FILED

02 DEC -2 AM 10: 04

THE NATIONAL GOLF LEAGUES, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is:

THE NATIONAL GOLF LEAGUES, INC.

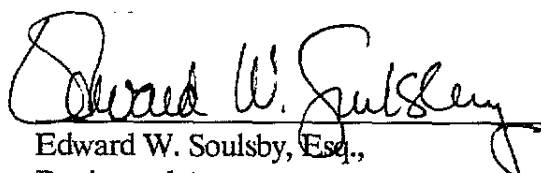
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Edward W. Soulsby, Esq., 1155 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

THE NATIONAL GOLF LEAGUES, INC.

By: 
William L. Colleter, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of THE NATIONAL GOLF LEAGUES, INC. the above stated Corporation, at the place designated in this Certificate, I hereby accept the 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.


Edward W. Soulsby, Esq.,
Registered Agent

Dated: November 25, 2002