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Club Palm Beach
7900 Martin Avenue
West Palm Beach, FL 33405

January 23, 1996

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-01/23/96--01056--013
*****70.00 *****70.00

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

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed is a notarized copy of the Articles of Incorporation for Club Palm Beach. Also enclosed is our check for \$70.00, which covers \$20.00 for the filing fee, \$20.00 for the designation of registered agent and \$30.00 for a Certified Copy.

Thank you.

Sincerely,

Martha J. Olds

Martha J. Olds

/mjo
Enclosures

00678
00634
00671

WAB-2433

1-30-96

TS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 1, 1996

MARTHA J. OLDS
7900 MARTIN AVENUE
WEST PALM BEACH, FL 33405

SUBJECT: CLUB PALM BEACH, INC.
Ref. Number: W96000002433

We have received your document for CLUB PALM BEACH, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00004412

ARTICLES OF INCORPORATION
OF
CLUB PALM BEACH, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name and address of this corporation shall be:

CLUB PALM BEACH, INC.
7900 Martin Avenue
West Palm Beach, FL 33405

The principal address and the registered office address are the same.

ARTICLE II

Purpose

(a) This corporation is organized and shall be operated exclusively for charitable and educational purposes including, without limitation, the fostering of national amateur sports competition. As means for the accomplishment of the foregoing, it shall be within the purpose of this corporation to establish and maintain charitable and educational activities, and to take any other action which, from time to time, shall seem expedient to the Trustees of this corporation and which shall further the said purposes.

(b) 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 limitation 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

charitable and educational purposes directly rather than by or through one or more grantee organizations

(c) No part of the net earnings of this corporation shall inure to the benefit of any Trustee, officer of this corporation, member or 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 of this corporation, member or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. No substantial 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 any candidate for public office.

(d) 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 Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, or educational organizations which then would qualify under the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE III

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons as may from time to time be elected and admitted to membership by the Board of Trustees of this corporation in accordance with the provisions of the By-Laws of this corporation.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual .

ARTICLE VI

Registered Agent and Registered Office

The initial registered agent of this corporation shall be William N. Olds, and the initial registered office of this corporation shall be 7900 Martin Avenue, West Palm Beach, FL 33405. This Corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VII

Subscriber

The name and address of the subscribers to these Articles of Incorporation are:

William N. Olds	7900 Martin Avenue, West Palm Beach, FL 33405
C. Sheldon Upthegrove	10777 57th Pl. S., Lake Worth, FL 33467
Martha J. Olds	7900 Martin Avenue, West Palm Beach, FL 33405
Robert R. Tobias	10793 58th Rd. S., Lake Worth, FL 33467
Mary J. Upthegrove	10777 57th Pl. S., Lake Worth, FL 33467

ARTICLE VIII

Officers and Trustees

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected by the members of this corporation as provided in the By-Laws, and by the officers who shall be elected by the Board of Trustees. The officers thus to be elected shall be a president, vice-president, a secretary, and a treasurer and such other officers as may be provided for in the By-Laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the By-Laws. The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the By-Laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustee may be held within or without the State of Florida.

ARTICLE IX

Trustees

The names and addresses of the members of the first Board of Trustees who, subject to these Articles, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for their first year of this corporation's existence, and under their successors have been duly elected and qualified are:

William N. Olds	7900 Martin Avenue, West Palm Beach, FL 33405
C. Sheldon Uptegrove	10777 57th Pl. S., Lake Worth, FL 33467
Martha J. Olds	7900 Martin Avenue, West Palm Beach, FL 33405
Robert R. Tobias	10793 58th Rd. S., Lake Worth, FL 33467
Mary J. Uptegrove	10777 57th Pl. S., Lake Worth, FL 33467

ARTICLE X

By-Laws

The By-Laws of this corporation may be made, altered, amended or repealed and new By-Laws may be adopted from time to time by a majority vote of the Trustees of this corporation.

ARTICLE XI

Amendment of Articles of Incorporation

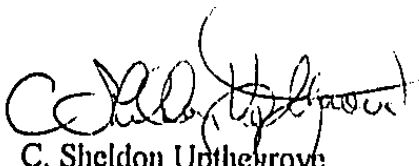
These Articles may be amended by resolution adopted by the majority vote of the members of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been duly given in writing by mail to each member prior to such meeting, or such notice shall have been

waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the members present at such meeting.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 17th day of January, 1996.



William N. Olds
Trustee



C. Sheldon Upthegrove
Trustee



Martha J. Olds
Trustee



Robert R. Tobias
Trustee



Mary J. Upthegrove
Trustee

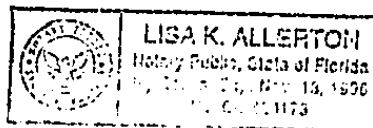
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authorities on this 17th day of January, 1996, personally appeared William N. Olds, and presented a Florida Drivers License as proof of identification, and who signed the foregoing Articles of Incorporation and acknowledged to me that He executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public



1/17/96

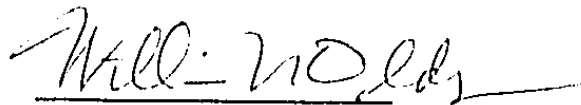
Seal

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

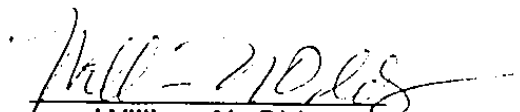
1. The name of the corporation is: Club Palm Beach, Inc.
2. The name and address of the registered agent and office is:

William N. Olds
7900 Martin Ave
West Palm Beach, FL 33405
(407) 585-1562



William N. Olds
President
1/6/96

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE AND CONSENT 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



William N. Olds
President
1/6/96