

Gary M. Crist
Attorney

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September 24, 1996

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

100001957014
-09/24/96 12:50 010444*122950

Attn: New Filings

Dear Sir or Madame:

Enclosed herewith are an original and a copy of the Articles of Incorporation of A Day for Charity, Inc., and the acceptance of appointment of the registered agent thereof.

Also enclosed is the applicable fee amount of \$122.50 to register the said corporation with the Division.

Please return a certified copy of the Articles indicating their date of filing to the following address:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

Your assistance in this matter is most appreciated.

Sincerely yours,

Gary M. Crist

Gary M. Crist

encs.

cc: J. Sateren

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION ,,
of
A Day for Charity, Inc.

The undersigned does hereby execute these Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I

Name

The name of the corporation is: A Day for Charity, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence.

ARTICLE III

Purposes

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational, within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision(s) of any future United States Internal Revenue Law.

B. No part of the earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other person (except the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation, and make other payments and distributions in furtherance of one or more of its exempt purposes), and no director, member, or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.. The Corporation shall pay no dividends.

C. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "active organization" as defined in applicable treasury regulations.

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D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under sections 501 (c) (3) (A) of the Code.

E. Upon dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Code.

Article IV

Manner of Election of Directors

The qualifications for members and the manner in which the members are to be elected shall be as provided for in the Bylaws.

Article V

Principal Address

The principal address of the corporation is the following:

A Day for Charity, Inc.
3300 PGA Blvd.
Suite 820
Palm Beach Gardens, FL 33410

ARTICLE VI

Registered Agent

The registered agent for the corporation is Gary M. Crist whose address is the following:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is:

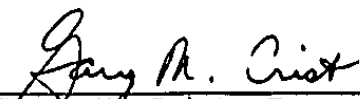
Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and assigns of such a person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of September, 1996.

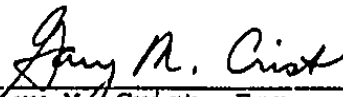


Gary M. Crist, Esq.

ACCEPTANCE BY REGISTERED AGENT

The undersigned heroby accepts appointment as registered agent for International Golf Partners, Inc., a Florida corporation and agrees to perform any and all duties appurtenant to said appointment.

Dated this 24th day of September, 1996.



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