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MARSHALL D. DAVIS

KARLA M. O'DANIEL
LEGAL ASSISTANT

May 8, 1998

904/354-2738
FAX 904/833-9581

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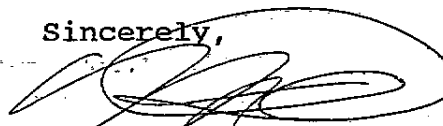
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of National Junior Golf Association, Inc., a
not-for-profit corporation

Dear Sir/Madam:

Please find enclosed in reference to the above the original
Articles of Incorporation and the Designation and Acceptance of
Resident Agent together with my check in the amount of \$122.50.
Please return to me a certified copy of the Articles of
Incorporation. Your consideration is appreciated.

Sincerely,



Marshall D. Davis

MDD:kmo
Enclosure
1702-01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 13 PM 12:16

D. BROWN MAY 15 1998

ARTICLES OF INCORPORATION
OF
NATIONAL JUNIOR GOLF ASSOCIATION, INC.

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I. NAME

The name of this corporation is NATIONAL JUNIOR GOLF ASSOCIATION, INC.

ARTICLE II. DURATION AND COMMENCEMENT

The duration of the corporation shall be perpetual. The corporate existence shall commence upon filing of these Articles.

ARTICLE III. PURPOSE

This corporation is not-for-profit and is organized under the authority of Chapter 617 of the Florida Statutes exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code or, the corresponding section of any future federal tax code.

ARTICLE IV. MEMBERS

This corporation shall be organized on a nonstock basis. The qualifications for members, the voting rights of members and the manner of their admission shall be as set forth in the by-laws.

ARTICLE V. PRINCIPAL OFFICE

The initial principal office shall be 1270 Fishhook Way, Ponte Vedra Beach, Florida 32082.

ARTICLE VI. REGISTERED AGENT

The initial registered agent shall be Marshall D. Davis, and the address of the initial registered office shall be 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

ARTICLE VII. DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time in accordance with the By-laws, but shall never be less than three. The names and addresses of the initial directors of this corporation are:

HAROLD E. HUTCHINS
1531 Talbot Avenue
Jacksonville, Florida 32205

TERRANCE A. VIDAL
1270 Fishhook Way
Ponte Vedra Beach, Florida 32082

MARSHALL D. DAVIS
233 East Bay Street, Suite 620
Jacksonville, Florida 32202

The manner in which directors shall be elected or appointed shall be as set forth in the By-Laws.

ARTICLE VIII. Incorporator

The name and address of the initial incorporator is:

MARSHALL D. DAVIS
233 East Bay Street
Suite 620
Jacksonville, Florida 32202

ARTICLE IX. Officers

The primary officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The officers shall

be elected annually by the directors at the time and in the manner provided in the By-Laws.

The corporation may have such other officers as the board of directors shall deem necessary, which other officers shall also be elected by the board of directors at the time and in the manner provided in the By-Laws.

ARTICLE X. By-Laws

The board of directors of this corporation may provide such By-Laws for conduct of its business and carrying out of its purposes as they deem necessary from time to time.

The By-Laws may be amended, altered or rescinded as provided in the By-Laws.

ARTICLES XI. Restrictions


No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these

articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is the located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

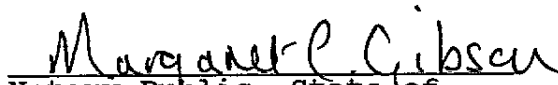
IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation on this 08 day of May, 1998.


Marshall D. Davis
Subscriber

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME personally appeared MARSHALL D. DAVIS, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who is personally known to me and who did not take an oath.

WITNESS my hand and official seal this 8 day of May, 1998.


Notary Public, State of
Florida; My Commission
Expires:



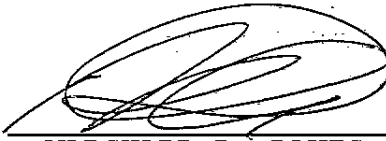
Margaret C. Gibson
MY COMMISSION # CG616888 EXPIRES
January 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- NATIONAL JUNIOR GOLF ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at County of St. Johns, State of Florida, has named Marshall D. Davis, located at 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I am familiar with and accept the duties and responsibilities as registered agent for the above stated corporation.


MARSHALL D. DAVIS

FILED
SECRETARY OF STATE
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