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M. KEITH MARSHALL

Attorney at Law
Nationsbank Building-Suite 300
18305 Biscayne Boulevard
Aventura, FL 33160
(305) 935-0496 fax: 305-935-9542

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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May 20, 1999

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Bureau of Corporate Records
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
of
SINGLES GOLF ASSOCIATION, INC.

Dear Sir or Madam:

With reference to the above designated corporation, enclosed please find an original and copy of Articles of Incorporation with attached Designation of Registered Agent (and place for service of process).

Enclosed also please find our check in the amount of \$70.00 payable to the Secretary of State for filing of the same.

Please file the original of this document and return a copy of the Articles with the date of filing stamped thereon.

A self-addressed envelope is enclosed for your convenience.

Thank you for your usual prompt assistance in this matter.

Very truly yours,


M. KEITH MARSHALL

D. BROWN MAY 27 1999

SECRET
DIVISION
92 MAY 24 PM 8:35

ARTICLES OF INCORPORATION
OF
SINGLES GOLF ASSOCIATION, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 617.02011 FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A NOT FOR PROFIT CORPORATION, PURSUANT TO SECTION 617.01011 ET SEQ., FLORIDA NOT FOR PROFIT CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A NOT FOR PROFIT CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is, and shall be *SINGLES GOLF ASSOCIATION, INC.*

ARTICLE II. PRINCIPAL OFFICE

The principal office and place of business of the corporation shall be at the Nationsbank Building, 18305 Biscayne Boulevard, Suite 300, Aventura, Florida 33160, with the privilege of having additional offices at other places within or without of the State of Florida, and within or without the United States of America.

ARTICLE III. INCORPORATOR

The name and address of the incorporator is as follows:

NAME OF INCORPORATOR

ADDRESS

M. KEITH MARSHALL	Nationsbank Building, 18305 Biscayne Boulevard, Suite 300, Aventura, Florida 33160,
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ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be at the Nationsbank Building-Suite 300, 18305 Biscayne Boulevard, Aventura, FL 33160 and its initial registered agent at such address shall be M. KEITH MARSHALL.

ARTICLE V. GENERAL PURPOSE OF CORPORATION

The general proposes for which this Corporation is being initially organized are to:

- (1) provide golf related events, products and services to the Corporation's members and members' invitees;
- (2) raise funds for charitable purposes, and
- (3) transact of any and all lawful business for which Not For Profit Corporations may be organized to transact under Section 617.01011 et seq., of the Florida Not For Profit Corporation Act.

ARTICLE VI. NUMBER AND METHOD OF ELECTING BOARD OF DIRECTORS

There shall be not less than three directors, which number may be increased in accordance with the Corporation's bylaws. The Board of Directors of the Corporation shall be elected in accordance with the Corporation's bylaws.

ARTICLE VII. REMOVAL OF DIRECTORS

Any or all Directors may be removed in accordance with the provisions of Section 617.0808, Florida Statutes.

ARTICLE VIII. EXECUTIVE COMMITTEES

The Board of Directors, by Resolution, adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such Resolution, shall have and may exercise all of the authority of the Board of Directors, except such acts set forth in Section 617.0825, Florida Statutes.

ARTICLE IX. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting as set forth in Section 617.0821, Florida Statutes, to wit, that the consents thereto must be in writing setting forth the action so to be taken, signed by all of the Directors of all the members of the committee, as the case may be and are filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect of a meeting vote and may be described as such in any document.

ARTICLE X. OFFICERS

The officers of this Corporation shall consist of such officers as are authorized in the Corporation's bylaws and shall be appointed by the Board of Directors or chosen in such other manner as may be prescribed by the bylaws. Any two or more offices may be held by the same person.

ARTICLE XI. DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved, according to law; corporate existence shall commence upon the filing of these Articles of Incorporation, by the Florida Department of State.

ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify all directors, officers or authorized agents of the Corporation who is a party or is threatened to be made a party to any litigation or legal proceeding, whether civil or criminal, administrative or investigative, arising from the fact that such person is a director, officer or authorized agent of the Corporation, against all expenses, attorney's fees, (including appellate proceedings), judgments, fines and, subject to obtaining the prior written consent of the corporation, amounts paid in settlement as well as costs reasonably incurred by him or her in connection with such litigation or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals are exhausted or if such appeal is not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was lawful, and (b) such court also determines specifically that indemnification should be denied under the underlying circumstances giving rise to such proceedings. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that a person seeking indemnification did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was not unlawful.

B. Expenses. To the extent that a director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article XII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses including attorney's fees actually and reasonably incurred by him or her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon

receipt of a written undertaking by or on behalf of the proposed indemnitee to repay such amount unless it shall be ultimately determined that such proposed indemnitee is entitled to be indemnified by the corporation as authorized in this Article XII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under any by-law agreement, corporate resolution, vote of the shareholders or otherwise, and such rights of an indemnitee shall also inure to his or her heirs and personal representatives.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation, or who is serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability arising by virtue as his or her acting in such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such a person directly under this Article XII.

F. Amendment. Anything to the contrary contained herein notwithstanding, the provisions of this Article XII may not be amended without the approval in writing of all persons whose interests at the time the amendment is proposed would be adversely affected by such amendment.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 617.1002 Florida Statutes.

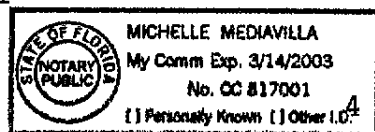
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of May, 1999.

 (SEAL)
M. KEITH MARSHALL

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 20th day of May, 1999, the foregoing Articles of Incorporation were acknowledged before me by M. KEITH MARSHALL.

My commission expires:




Notary Public

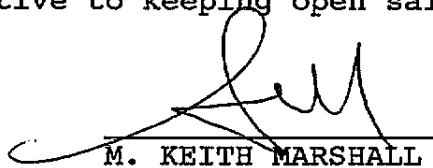
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED.

Pursuant to Section 617.0202, Florida Statutes, the following is
submitted in compliance with said section:

That SINGLES 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 the Nationsbank Building,
18305 Biscayne Boulevard, Suite 300, Aventura, FL 33160 has named
M. KEITH MARSHALL located at the Nationsbank Building, 18305 Biscayne
Boulevard, Suite 300, Aventura, FL 33160, as its registered agent to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept and agree to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said office.


M. KEITH MARSHALL

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