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Law Offices, P.A.

May 1, 2000

Division of Corporations
Department of State
The Capitol
Post Office Box 6327
Tallahassee, FL 32314

RE: James Beasley Golf, Inc.

500003237305-7
-05/03/00--01081--023
*****78.75 *****78.75


Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing fee, certified copy fee, and designation of registered agent.

Please process this request at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please call me at the above phone number.

Sincerely,


David P. Trotti

enc.



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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF INCORPORATION
OF
JAMES BEASLEY GOLF, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is JAMES BEASLEY GOLF, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 915 1ST Ave,
Jacksonville Beach, Florida 32250

ARTICLE III. DURATION.

The duration of the Corporation is perpetual.

ARTICLE III. CAPITAL STOCK.

The will be two classes of Common Shares without Par Value.

The corporation is authorized to issue 7,500 shares of capital stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Designation & Limitations</u>
Common A	3676	Voting
Common B	3674	Non-Voting

Each of the said shares of Class A common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holder of the Class B common stock shall have no voting rights. Each share of Class A common stock and of Class B common stock shall participate equally with every other share of such stock in all dividends paid by the Corporation and in the assets of the Corporation upon its liquidation or dissolution. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

It will be the discretion of the Board of Directors to determine the designation, preferences, and other rights and limitations not specified in these Articles of Incorporation. The Board of Directors shall not have the power to change The Class B Common Shares status. The Class B Common Shares shall remain as non-voting for the duration of the Corporation.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David P. Trotti, Esquire at 424 East Monroe Street, Jacksonville, FL 32202

ARTICLE V. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

James Beasley 915 1ST Ave, Jacksonville Beach, Florida 32250

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

James Beasley 915 1ST Ave, Jacksonville Beach, Florida 32250

ARTICLE V. RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE V. SHARE TRANSFER RESTRICTIONS.

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
James Beasley	200

Shares held by each Shareholder may not be sold or otherwise transferred to other persons (other than transfer to an heir in the case of a shareholder's death) unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions

Certificate Designation and Acceptance of Registered Agent/Registered office

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is JAMES BEASLY GOLF, Inc.
2. The name of the registered agent is David P. Trotti.
3. The address of the registered agent/registered office is 424 East Monroe Street, Jacksonville, Florida 32202.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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, and I am familiar with and accept the obligations of my position as registered agent.



David P. Trotti, Esquire
April 28, 2000

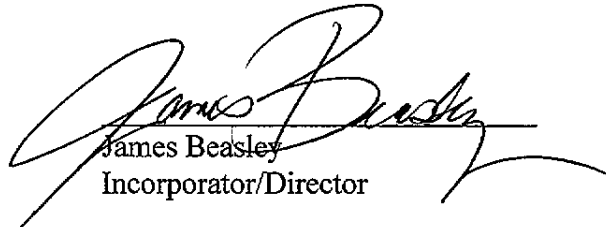
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regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE X. AMENDMENT.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned have executed these articles of incorporation on April 28, 2000.


James Beasley
Incorporator/Director