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FILED
00 JUN 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 21, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-06/26/00--01141--007
*****70.00 *****70.00

RE: Clubs Unlimited, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward confirmation to this office.

Also enclosed is a check for $70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	35.00
	$70.00

Thank you for your attention to this matter.

Sincerely,

James L Rose/bjr

James L. Rose

JLR/bjr
Encs.

JUN 2 9 2000

ARTICLES OF INCORPORATION

OF

CLUBS UNLIMITED, INC.

The undersigned subscriber, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Clubs Unlimited, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 4 St. Andrews Court, Palm Coast, FL 32137-1441. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares, having a par value of $1.00 per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Steve L. Tosh. The street address of the initial registered office shall be 4 St. Andrews Court, Palm Coast, FL 32137-1441.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is $100.00.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have two Directors. The names and street addresses of the initial members of the Board of Directors are:

Name	Address
Steve L. Tosh	4 St. Andrews Court Palm Coast, FL 32137-1441
Ann V. Tosh	4 St. Andrews Court Palm Coast, FL 32137-1441

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Name	Address
Steve L. Tosh	4 St. Andrews Court, Palm Coast, FL 32137 1441
Ann V. Tosh	4 St. Andrews Court, Palm Coast, FL 32137 1441

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of JUNE, 2000.

Steve L. Tosh
Steve L. Tosh

Ann V. Tosh
Ann V. Tosh

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 19 day of June, 2000 by STEVE L. TOSH and ANN V. TOSH, who are personally known to me or who have produced ______________ as identification and who did take an oath.

ANN L. JOHNSON
NOTARY PUBLIC, STATE OF FLORIDA
MY Comm. Expires Oct. 17, 2003
COMM. # CC880426

Ann L. Johnson
Notary Public, State of Florida
Ann L. Johnson
Printed Notary Signature
At Large
My Commission Expires:

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

In compliance with Section §48.091, Florida Statutes, the following is submitted:

That Clubs Unlimited, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Palm Coast, State of Florida, has named Steve L. Tosh, located at 4 St. Andrews Court, City of Palm Coast, State of Florida, as its Agent to accept service of process within Florida.

Ann V. Tosh
(Corporate Officer)

Title: Secretary

Date: 6/19/00

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree 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.

Steve L. Tosh
(Resident Agent)

Date: 06/19/00

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00 JUN 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA