

P00000070029

July 14, 2000

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

900003328109--S
-07/19/00--01078--009
*****78.75 *****78.75

Subject: Matlack Enterprises, Inc

Dear Sir or Madam:

The enclosed duly prepared and executed Articles of Incorporation for GOLF BALL WAREHOUSE OF NORTHWEST FLORIDA, INC are forwarded for review and filing, effective immediately, as set forth in Article 607.0120 of the Florida Business Corporation Act.

The Corporate Name was not previously reserved.

A Certificate of Corporate Status is requested; but a certified copy of the corporate articles is NOT required.

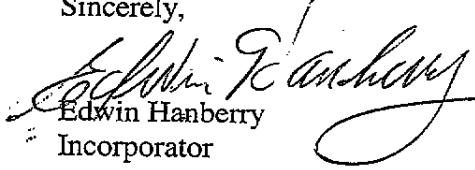
A check for \$78.75 is enclosed which includes the Corporate Filing Fee (\$35.00), Designation of Agent Fee (\$35.00), and Certificate of Corporate Status Fee (\$8.75).

FROM: Edwin Hanberry
3949 Hwy 90
Pace, Florida 32571

You may contact me at (850) 994-3334 if you have questions.

Thank you for your prompt attention to this matter.

Sincerely,


Edwin Hanberry
Incorporator

FILED
00 JUL 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Encl: (1) Articles of Incorporation (2 copies)
(2) Certificate of Designation of Registered Agent (2 copies)
(3) Check (\$78.75)

gjs/b4

ARTICLES OF INCORPORATION

Of

GOLF BALL WAREHOUSE OF NORTHWEST FLORIDA, INC

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes (Florida Business Corporation Act), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

GOLF BALL WAREHOUSE OF NORTHWEST FLORIDA, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3949 Hwy 90
Pace, Florida 32571

ARTICLE III - SHARES

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 shares of Common stock at a Par Value of \$1.00

ARTICLE IV - INITIAL REGISTERED AGENT AND
STREET ADDRESS

The name and address of the initial registered agent is:

Edwin Hanberry
3949 Hwy 90
Pace, Florida 32571

ARTICLE V - INCORPORATOR

The names and street addresses of the incorporator(s) to these Articles of Incorporation is(are):

Edwin Hanberry
3949 Hwy 90
Pace, Florida 32571

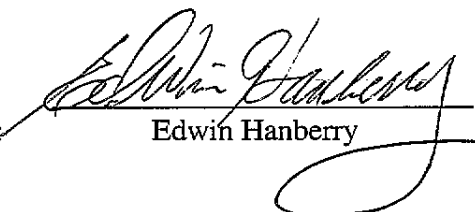
ARTICLE VI - DATE OF INCORPORATION

This incorporation filing shall be effective immediately.

The undersigned incorporator(s) has/have executed these Articles of Incorporation this
14th DAY of JULY 2000.

Signatures:

Typed Name:


Edwin Hanberry

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501, Florida Statutes, 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:

Golf Ball Warehouse of Northwest Florida, Inc

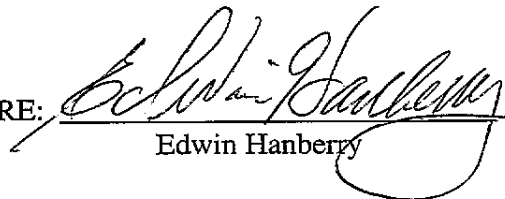
2. The name and address of the registered agent and office is:

Edwin Hanberry
3949 Hwy 90
Pace, Florida 32571

FILED
00 JUL 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE:


Edwin Hanberry

DATE: JULY 14, 2000