

LAW OFFICE OF  
KENNETH R. DUBOFF, P.A.

10920 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33161

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P0000000 81636

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

August 22, 2000

Re: Don's Golf Shop of Miami, Inc.

700003371817--5  
-08/24/00--01060--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:


Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above-captioned new corporation.

We would appreciate your filing the Articles with your Department and forwarding a certified copy of the Articles of Incorporation together with the Corporate Charter to the undersigned.

Also, enclosed please find our law office check in the amount of \$78.75, payable to the Department of State, representing payment for Capital Stock Tax, Filing Fee, Certified Copy of the Articles of Incorporation and Registered Agent Filing Fee.

Thank you for your anticipated prompt attention to this matter.

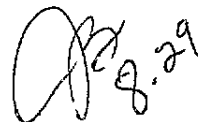
Very truly yours,



KENNETH R. DUBOFF  
KRD/sw

enclosures

FILED  
00 AUG 24 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

 8.29

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**ARTICLES OF INCORPORATION  
OF  
DON'S GOLF SHOP OF MIAMI, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be:

**DON'S GOLF SHOP OF MIAMI, INC.**

The address of the initial principal office of this corporation shall be:

10880 Biscayne Boulevard  
Miami, Florida 33161

and the mailing address of the corporation shall be the same.

**ARTICLE II  
DURATION OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE III  
GENERAL PURPOSE**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV  
CAPITAL STOCK**

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

**FILED**  
00 AUG 24 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INITIAL REGISTERED OFFICE & RESIDENT AGENT**

The street address of the initial registered office of the corporation, and the name of the initial registered agent at that address is as follows:

Kenneth R. Duboff, P.A., a Florida corporation  
10920 Biscayne Boulevard  
Miami, Florida 33161

**ARTICLE VI**  
**INITIAL OFFICERS AND DIRECTORS**

The names and street addresses of the initial Directors and initial Officers who shall hold office for the first year of the corporation's existence, or until successors are elected or appointed are:

Donald E. Barker  
10880 Biscayne Boulevard  
Miami, Florida 33161

Director - President

Barbara Barker  
10880 Biscayne Boulevard  
Miami, Florida 33161

Director - Vice-President

**ARTICLE VII**  
**INCORPORATORS OF CORPORATION**

The names and street addresses of the incorporators to these Articles of Incorporation are:

Donald E. Barker  
10880 Biscayne Boulevard  
Miami, Florida 33161

Director - President

Barbara Barker  
10880 Biscayne Boulevard  
Miami, Florida 33161

Director - Vice-President

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, We, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 22 day of August, 2000

  
BARBARA I. BARKER, Incorporator

  
DONALD E. BARKER, Incorporator


**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Registered Agent for the above corporation on this 22 day of August, 2000.

**Resident Agent**

Kenneth R. Duboff, P.A.,  
a Florida corporation

By:   
Kenneth R. Duboff, its agent

**FILED**  
00 AUG 24 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA