

PO0000082357

CELSO PALMA
14128 Chaseway Lane (#915)
Orlando, FL 32837

daytime tel: (407)569-2328

FILED
00 AUG 28 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 22, 2000

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

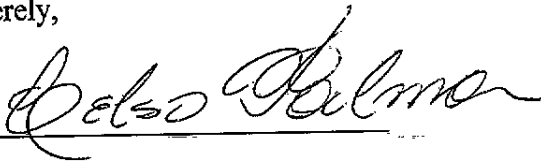
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*****70.00 *****70.00

Re: GOLF TRADITION, INC.

I enclose herewith signed original and one copy of Articles of Incorporation of subject corporation, together with my check in the sum of \$70.00, being Filing Fee (\$35.00) and Designation of Registered Agent Fee (\$35.00) for the said company.

Hoping you find everything in order, may I say thanks in advance for your early attention.

Sincerely,





ARTICLES OF INCORPORATION

of

GOLF TRADITION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Agent(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.

I. NAME

The name of the corporation shall be: **GOLF TRADITION, INC.**

II. EFFECTIVE DATE

This corporation shall come into being upon official filing and approval of these Articles.

III. PURPOSE, OBJECTS AND POWERS

A. The nature of the business and the purpose and objects for which the corporation is organized are as follows:

1. To engage in the sale, production and trading of golf equipment, accessories and supplies.
2. To engage in any lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any business permitted under the laws of the United States of America and/or the State of Florida.
3. To do any and all of these things as fully and completely as natural persons in any part of the world.

B. The purposes, objects and powers specified in this paragraph and elsewhere in these Articles shall be construed as independent purposes, objects and powers, and in nowise shall be limited or restricted by reference to, or inference from, any other paragraph(s), except where otherwise specified in such paragraph(s).

IV. PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal place of business and mailing address of the corporation shall be **3501 West Vine Street (Suite 512), Kissimmee, FL 34741**, or as otherwise designated from time to time by the Board of Directors. The name and Florida street address of the initial Registered Agent are: **CELSO PALMA**, of 14128 Chaseway Lane (#915), Orlando, FL 32837.

V. CAPITAL STOCK

The corporation shall be a Small Business Corporation as defined under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following Plan:

1. The corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value, Common Stock, which shall be designated "Common Shares".
2. The period during which this offering will be open in the first instance is two (2) years from the date of incorporation.
3. No shares offered or issued under this Plan shall be issued in exchange for stocks, securities, or services not rendered as at the date of issue.

VI. INITIAL BOARD OF DIRECTORS

The corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time by the By-laws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows: CELSO PALMA of 14128 Chaseway Lane (#915), Orlando, FL 32837.

VII. POWERS OF DIRECTORS AND STOCKHOLDERS

The directors and stockholders of the corporation shall have the following powers:

1. The directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed, mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by stockholders, and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise conferred by law, or the By-laws, or by resolution of the stockholders.
4. The stockholders and directors shall have the power to hold meetings and keep books, documents, papers and records of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the stockholders or the directors, except as otherwise required by the laws of the State of Florida.

VIII. DIRECTORS' COMPENSATION

The shareholders shall have exclusive authority to fix the compensation of the directors of the corpo-

ration.

IX. INDEMNIFICATION

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the stockholders for monetary damages for breach of fiduciary duties, unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.
4. A transaction for which the director derived an unlawful personal benefit.

X. MEETINGS

Notwithstanding anything else written in these Articles, the directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference, telephone, telecommunication devices, or other means permitted by law.

XI. INCORPORATOR(S)

The name and address of the person signing these Articles of Incorporation is: CELSO PALMA of 14128 Chaseway Lane (#915), Orlando, FL 32837.

XII. AMENDMENT(S)

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment(s) to them, and any right(s) conferred upon the shareholders is subject to this reservation.

In witness whereof,

I, CELSO PALMA do hereby execute these Articles of Incorporation on behalf of GOLF TRADITION, INC., this 23 day of August, 2000.



CELSO PALMA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE FOR THE SERVICE OF PROCESS

00 AUG 28 PM 2: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

on behalf of

GOLF TRADITION, INC.

PURSUANT TO THE PROVISIONS OF SECTION 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 TRADITION, INC.**
2. The name and address of the Registered Agent and office is:

NAME: CELSO PALMA

OFFICE ADDRESS: 14128 Chaseway Lane (#915)
Orlando, FL 32837

Having being named as registered agent, and to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept 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: _____



CELSO PALMA
Registered Agent

8/23/00

Date