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WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

FILED
00 DEC -5 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 4, 2000

Via UPS Next Day Air

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600003487936--5
-12/05/00--01083--005
*****78.75 *****78.75

Re: **HORNE TIPPS PARADISE GOLF, INC.**

EFFECTIVE DATE
12-04-00

I have enclosed for filing the ARTICLES OF INCORPORATION of HORNE TIPP PARADISE GOLF, INC. Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$78.75 representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,


William L. Thompson, Jr.

WLT/ptj

Enclosures



ARTICLES OF INCORPORATION
OF
HORNE TIPPS PARADISE GOLF, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is "HORNE TIPPS PARADISE GOLF,
INC."

ARTICLE II

NATURE OF BUSINESS

EFFECTIVE DATE
12-04-00

This corporation is organized for the purpose of operating a
golf card membership business and engaging in and transacting any
or all lawful business permitted under the laws of the State of
Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000)
shares of common stock having a par value (\$.01) per share, which
shares shall be and hereby are designated as "Common Shares".
Without action by the stockholders, any or all of the authorized
shares may be issued by the corporation from time to time for such
consideration as may be fixed by the Board of Directors of this
corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 2202 N. West Shore Boulevard, 4th Floor, Tampa, Florida 33607. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation at that address is: William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William L. Thompson, Jr.	2301 Park Avenue, Suite 404 Orange Park, Florida 32073

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 4th day of December, 2000.

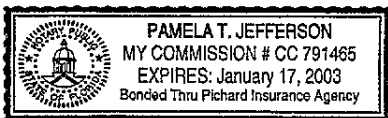


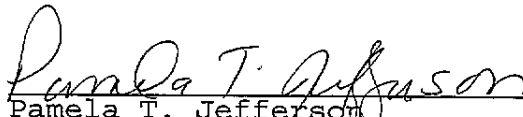
William L. Thompson, Jr. (SEAL)
Incorporator

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STATE OF FLORIDA
COUNTY OF Clay

The foregoing instrument was acknowledged before me this 4th day of December, 2000, by William L. Thompson, Jr., who [✓] is personally known to me.





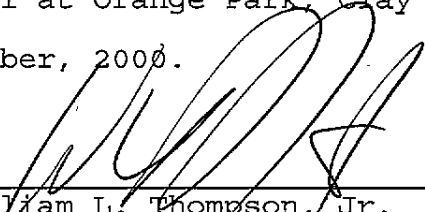
Pamela T. Jefferson
Notary Public, State of Florida

(SEAL)

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
HORNE TIPPS PARADISE GOLF, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon HORNE TIPPS PARADISE GOLF, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 4th day of December, 2000.



William L. Thompson, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA