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**CARTER
THOMAS**
LAW OFFICES LLP

December 14, 2000

FILED
00 DEC 18 AM 10:33
TALLAHASSEE, FL 32314
SECRETARY OF STATE

VIA FEDERAL EXPRESS

State of Florida
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32314


Re: Gator Golf, Inc.

Dear Sirs:

Enclosed herewith for filing is the original and one copy of the Articles of Incorporation of Gator Golf, Inc. together with a firm check in the amount of \$78.75 to cover the filing fee, certified copy fee, and registered agent designation fee. A return envelope is enclosed for your convenience in returning the certified copy to our offices.

Thank you for your attention to this matter.

Very truly yours,


Connie M. Lambert, Paralegal

CML
Enclosures

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**ARTICLES OF INCORPORATION
OF
GATOR GOLF, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is GATOR GOLF, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be: 93 Overseas Highway, Tavernier, Florida 33070.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Michael R. Cavallero - 93 Overseas Highway, Tavernier, Florida 33070.
Leslie Pelatore - 93 Overseas Highway, Tavernier, Florida 33070.

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is: Donald J. Thomas, Esq., 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE XI

The street address of the initial registered office of the corporation is 1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432 and the name of the initial registered agent of the corporation at that address is Donald J. Thomas, Esq.

