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January 22, 2001

Department Of State
Division Of Corporation
The Capitol
Tallahassee, Florida 32304

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

re: Phil Ritson American Golf Academy, Inc. Articles Of Incorporation

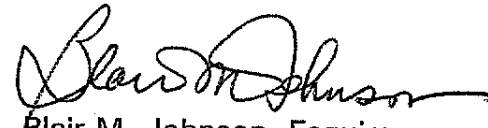
Dear Reader:

Enclosed for filing is the original Articles Of Incorporation Of Phil Ritson American Golf Academy, Inc. Also enclosed is my check in the amount of \$70.00 representing payment for the filing fee.

Please file the enclosed Articles Of Incorporation and return a stamped copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,


Blair M. Johnson, Esquire

FILED
01 JAN 26 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

cc: Phil Ritson American Golf Academy, Inc.

No Copy
Feb 1/29

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ARTICLES OF INCORPORATION
OF
PHIL RITSON AMERICAN GOLF ACADEMY, INC.

FILED
01 JAN 26 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these **Articles Of Incorporation**, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

PHIL RITSON AMERICAN GOLF ACADEMY, INC.

The principal place of business of this corporation shall be **Orange County National Golf Center, 1630 Phil Ritson Way, Winter Garden, Florida 34787.**

ARTICLE II NATURE OF BUSINESS

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 III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **7,500** shares of common stock having a minimum par value of **\$1.00** per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be **8774 Lost Cove Drive, Orlando, Florida 32819**, and the name of the initial registered agent of the corporation at that address is **PETER LEE**.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

The corporation shall have four Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INCORPORATOR

The name and street address of the persons signing these **Articles Of Incorporation** as the incorporator is:

PETER LEE
Orange County National Golf Center
1630 Phil Ritson Way
Winter Garden, Florida 34787

ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata shares thereof at the price at which it is offered to others.

ARTICLE IX DIRECTORS

This corporation shall have four Directors, initially. The names and street addresses of the initial member of the Board of Directors are:

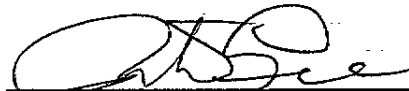
PHILIP V. RITSON
8719 Scenic Oak Court
Orlando, Florida 32836

KENNETH YOUNG KIEMM
6202 East Coral Circle
Anaheim Hill, California 92807

PETER LEE
8774 Lost Cove Drive
Orlando, Florida 32819

YUNCHONG LEE
12618 Oldcastle Drive
Orlando, Florida 32837

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
on this 19th day of December, 2000.



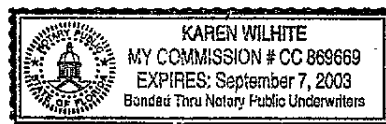
PETER LEE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of December, 2000, by PETER LEE, who is personally known to me and to be the person described as Incorporator and executed the foregoing **Articles Of Incorporation**.



Notary Public
My commission expires:



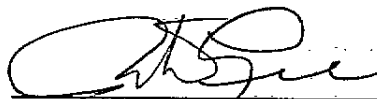
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 Florida Statutes, the following is submitted:

That **PHIL RITSON AMERICAN GOLF ACADEMY, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles Of Incorporation, at **Orange County National Golf Center, 1630 Phil Ritson Way, Winter Garden, Florida 34787**, has named **PETER LEE**, located at **8774 Lost Cove Drive, Orlando, Florida 32819**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



PETER LEE
Registered Agent

FILED
01 JAN 26 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA