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2001 MAR -2 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 2, 2001

ORDER TIME : 11:09 AM

ORDER NO. : 063927-005

CUSTOMER NO: 4144C

CUSTOMER: Mr. Andrew M. Stanko
Holland & Knight LLP/corporate
Account
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

100003796201--5

DOMESTIC FILING

NAME: APROCH GOLF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -2 PM 12:59
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**ARTICLES OF INCORPORATION
OF
aPROch Golf, Inc.**

FILED

2001 MAR -2 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of aPROch Golf, Inc. and under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

aPROch Golf, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

6 Fairfield Boulevard, Suite 10
Ponte Vedra Beach, Florida 32802

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) nor more than seven (7). The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Stefan Lundgren	Box 1050 SE-262 21 Angelholm Sweden

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Andrew M. Stanko	200 S. Orange Avenue, Suite 2600 Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.


ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may

be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be

approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 2001.



Andrew M. Stanko, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

FILED

2001 MAR -2 PM 3: 14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That aPROch Golf, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 6 Fairfield Boulevard, Suite 10, City of Ponte Vedra Beach, County of St. Johns, State of Florida 32802, has named _____ Corporation Service Company, located at 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated: 3-2-, 2001


BRIAN COURTNEY, ASST. V.P.

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