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March 14, 2001

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

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-03/19/01--01033--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Palmer Golf, Inc.  
Articles of Incorporation

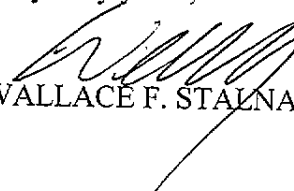
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above referenced corporation which we request be incorporated in the State of Florida.

We enclose herewith our check in the amount of \$87.50 for this purpose and request a certified copy of same be forwarded to this office.

Thank you for your assistance in this matter.

Very truly yours,

  
WALLACE F. STALNAKER, JR.

WFS/ls  
Enc:

FILED  
01 MAR 19 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb  
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**ARTICLES OF INCORPORATION**  
**OF**  
**PALMER GOLF, INC.**

**FILED**  
01 MAR 19 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is PALMER GOLF, INC.

**ARTICLE II - ADDRESS**

The address of the principal office of the corporation is 4912 Red Brick Run, Sanford, Florida, 32771 and the mailing address of the corporation is the same.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles or until such time as it shall be dissolved by law.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or the United States.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

**ARTICLE VI - PRE-EMPTIVE RIGHTS**

Every shareholder upon the sale for cash for 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 share thereof at the price at which it is offered to others.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The name and address of the initial directors of this corporation are:

W. PALMER MILLS - President/Vice President/Secretary/Treasurer  
4912 Red Brick Run  
Sanford, Florida 32771

## **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is: W. Palmer Mills, 4912 Red Brick Run, Sanford, Florida 32771.

## **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4912 Red Brick Run, Sanford, Florida 32771 and the initial registered agent of this corporation is W. PALMER MILLS

## **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders

is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of March, 2001.

W. Palmer Mills  
W. PALMER MILLS

The undersigned, being the initial registered agent as described in Article VIII of the foregoing Articles of Incorporation, does hereby acknowledge and accept such position.

W. Palmer Mills  
W. PALMER MILLS

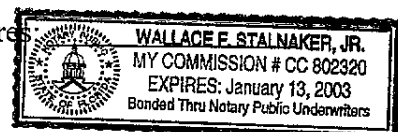
STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me by W. PALMER MILLS, who is personally known to me or who has produced N/A as identification and who did acknowledge that he is the person who executed the foregoing Articles of Incorporation and she acknowledged that he did execute said Articles of Incorporation, and that W. PALMER MILLS did accept the duties of registered agent for the foregoing corporation as indicated in Article VIII of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 14<sup>th</sup> day of March, 2001.

Wallace F. Stalaker, Jr.  
Notary Public  
My commission expires



**ACCEPTANCE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the 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.

  
\_\_\_\_\_  
W. PALMER MILLS

Date: 3-14-01

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01 MAR 19 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA