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June 18, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Synergy Range & Golf, Inc.


Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Synergy Range & Golf, Inc. Also enclosed is our firm's check payable to the State for \$78.75 to pay the filing fees.

Thank you for your attention to this matter.

With kind regards, I am

Sincerely,


Denise M. Fay, Legal Assistant to
Thomas M. Dryden

TMD: dmf
Encls.

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-06/20/01--01039--010
*****78.75 *****78.75

FILED
01 JUN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-22-01
WC

ARTICLES OF INCORPORATION

OF

SYNERGY RANGE & GOLF, INC.

FILED
01 JUN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be **SYNERGY RANGE & GOLF, INC.** The principal place of business of this corporation shall be 3131 E. Riverside Drive, Fort Myers, Florida, 33916.

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 one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 3131 E. Riverside Drive, Ft. Myers, FL 33916, and the name of the initial registered agent of the corporation at that address is **RUSSELL ATTREE**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and addresses of the initial directors of the corporation are:

RUSSELL ATTREE - 3131 E. Riverside Drive, Ft. Myers, FL 33916

SONNY VALE - 3131 E. Riverside Drive, Ft. Myers, FL 33916

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: **RUSSELL ATTREE, 3131 E. Riverside Drive, Ft. Myers, FL 33916.**

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE IX. PREEMPTIVE RIGHTS

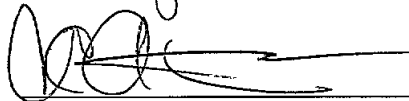
Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

The undersigned incorporator has signed these Articles of Incorporation on this 14 day of June, 2001.

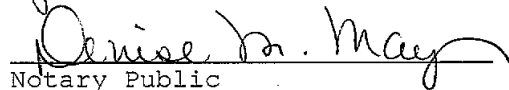


RUSSELL ATTREE, Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared **RUSSELL ATTREE** to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that said instrument was signed for the purposes therein expressed.

Witness my hand and official seal this 14 day of June, 2001.



Notary Public

My commission expires: _____

[SEAL]

