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DAVID M. LANDIS  
JON E. KANE

August 31, 2001

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

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-09/04/01--01090--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Filing of Articles of Incorporation for Professional Club Solutions, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Professional Club Solutions, Inc.

Also enclosed is our firm check in the amount of \$78.75 which is for the filing fee.  
Please return a certified copy of the documents filed in the enclosed envelope.

Please call me should you have any questions.

Very truly yours,



Kurt E. Thalwitzer

Signed in his absence to avoid delay

KET:km

Enclosures

FILED  
01 SEP -4 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5 paw  
9/10/01

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL CLUB SOLUTIONS, INC.**

**FILED**

01 SEP -4 AM 11:23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of this Corporation is Professional Club Solutions, Inc..

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$0.10 per share.

**ARTICLE IV**

The street address and the mailing address of the place of business of the Corporation is 3809 Mockingbird Lane, Orlando, Florida 32803. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Kurt E. Thalwitzer, Mateer & Harbert, P.A.

**ARTICLE V**

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

Name

Address

Cecil V. Walker

206 Lonesome Pine Drive  
Longwood, Florida 32779

Daniel J. Burdette

3809 Mockingbird Lane  
Orlando, Florida 32803

ARTICLE VI

The name and address of the incorporator is Daniel J. Burdette, 3809 Mockingbird Lane, Orlando, Florida 32803.

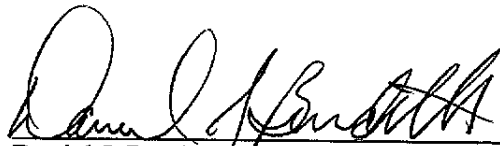
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

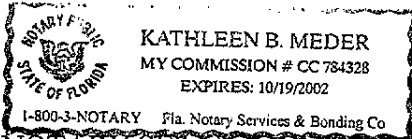
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 8-31-01, 2001.

  
Daniel J. Burdette

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on 8/31, 2001, by  
Daniel J. Burdette. He is personally known to me or has produced  
FDL B633170614680 (type of identification) as identification.



(AFFIX NOTARY SEAL)

  
Name: \_\_\_\_\_

(Print Name)

Notary Public - State of Florida

My Commission Expires:  
\_\_\_\_\_

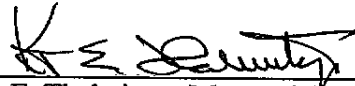
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Professional Club Solutions, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 3809 Mockingbird Lane, Orlando, Florida 32803, Orange County, State of Florida, has named Kurt E. Thalwitzer, Mateer & Harbert, P.A as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Kurt E. Thalwitzer, Mateer & Harbert, P.A  
(Registered Agent)

**FILED**  
01 SEP -4 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA