

PO10000091572

DEAN L. WILLBUR, JR., P.A.  
1100 North Olive Avenue  
West Palm Beach, Florida 33401

Telephone (561) 832-7773

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September 14, 2001

200004593762--8  
-09/17/01--01076--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

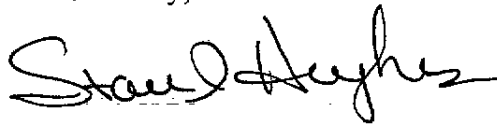
RE: Olin Browne, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 to cover the fee for filing the above described corporation. After the corporation has been filed please forward a certified copy to our office.

In the event you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,



Staci I. Hughes  
Sec. to Dean L. Willbur, Jr.

/sih  
Enclosures

FILED  
2001 SEP 17 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9/18/01

**ARTICLES OF INCORPORATION**  
**OF**  
**OLIN BROWNE, INC.**

**FILED**  
2001 SEP 17 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607,  
of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation shall be

**OLIN BROWNE, INC.**

**ARTICLE TWO**

This Corporation shall exist in perpetuity commencing on the date of the filing of these  
Articles of Incorporation by the Secretary of State.

**ARTICLE THREE**

This corporation is formed for the specific purpose of being engaged in every aspect and  
phase of the sale, marketing, and development of sporting equipment and apparel and the pursuit of  
professional golf competition; and furthermore to engage in the transaction of any and all business  
permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The aggregate number of shares which this corporation is authorized to issue shall be ONE  
THOUSAND. Such share shall be of a single class and shall have a par value of ONE DOLLAR  
per share, which shall be designated "Common Shares".

## **ARTICLE FIVE**

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

## **ARTICLE SIX**

The street address of the initial registered office, principal office, and mailing address of this corporation is 203 Colony Road, Jupiter, Florida 33469. The name of the initial registered agent of this corporation is PAMELA H. BROWNE.

## **ARTICLE SEVEN**

The number of directors constituting the initial Board of Directors of this corporation shall be two. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the persons who are to serve as the initial Board of Directors are:

**OLIN D. BROWNE**  
203 Colony Road  
Jupiter, Florida 33469

**PAMELA H. BROWNE**  
203 Colony Road  
Jupiter, Florida 33469

## **ARTICLE EIGHT**

The names and addresses of the incorporators are:

**OLIN D. BROWNE**  
203 Colony Road  
Jupiter, Florida 33469

**PAMELA H. BROWNE**  
203 Colony Road  
Jupiter, Florida 33469

#### ARTICLE NINE

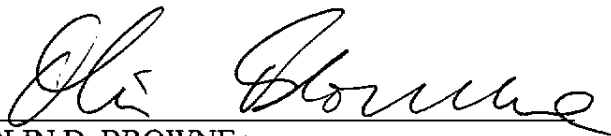
The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

#### ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

#### ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.

  
OLIN D. BROWNE

  
PAMELA H. BROWNE

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared OLIN D. BROWNE and PAMELA H. BROWNE, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above named person: KNOWN PERSONALLY and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 14 day of September, 2001.

Staci I. Hughes  
Notary Signature:

Printed Notary Signature



Staci I. Hughes  
MY COMMISSION # CC903225 EXPIRES  
January 23, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
2001 SEP 17 AM 9:20  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

#### ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, residing at 203 Colony Road, Jupiter, Florida 33469. I accept the foregoing designation of Registered Agent.

Dated at West Palm Beach, Florida on this 14 day of September, 2001.

PAMELA H. BROWNE  
PAMELA H. BROWNE