

CERS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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FILED  
01 SEP 27 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 9-27-01

REF. #: 0174.2249

CORP. NAME: GILBERTI GOLF, INC

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                         |   |  |

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-09/27/01--01022--009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

STATE FEES PREPAID WITH CHECK# 4617 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

J. BRYAN SEP 27 2001

# ARTICLES OF INCORPORATION

OF

## GILBERTI GOLF, INC.

FILED  
01 SEP 27 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE I - NAME

The name of this Corporation is:

GILBERTI GOLF, INC.

### ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

### ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

#### ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

8241 Shadow Pine Way  
Sarasota, Florida 34238

and, the mailing address of this Corporation shall be:

8241 Shadow Pine Way  
Sarasota, Florida 34238

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Thomas A. Gilberti                      8241 Shadow Pine Way  
Sarasota, Florida 34238

#### ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Thomas A. Gilberti                      8241 Shadow Pine Way  
Sarasota, Florida 34238

Donna L. Gilberti                      8241 Shadow Pine Way  
Sarasota, Florida 34238

#### ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

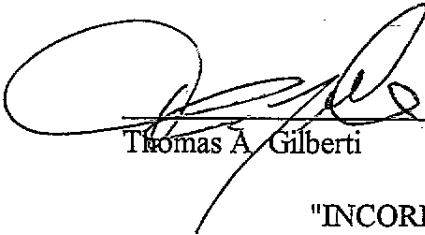
ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas A. Gilberti

8241 Shadow Pine Way  
Sarasota, Florida 34238

The undersigned has executed these Articles this 27 day of September, 2001.

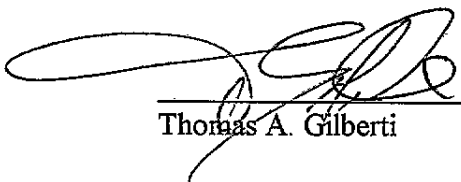


Thomas A. Gilberti

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for GILBERTI GOLF, INC. at the place designated in the Articles, I 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.

9/24/2001  
Date



Thomas A. Gilberti

"REGISTERED AGENT"