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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
Fax Number : (850)222-1222

FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA GOLF LIQUIDATION, INC.

Certificate of Status	0
Certified Copy	1
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NOV 06 2001

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ARTICLES OF INCORPORATION
OF
FLORIDA GOLF LIQUIDATION INC.
ARTICLE I - NAME OF CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is **FLORIDA GOLF LIQUIDATION INC.**

ARTICLE II - DURATION OF EXISTENCE

The period of its duration is perpetual.

ARTICLE III - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement of corporate existence shall be at 9:00 a.m. on November 6, 2001.

ARTICLE IV - GENERAL PURPOSES

The purpose of the corporation is to engage in any activity or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation shall have authority to issue three hundred shares, all of the one class, with a par value of One dollar (\$1.00) per share. The corporation shall not issue preferred shares of more than one class. There are no pre-emptive rights to be granted to shareholders.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 5881 W. Irlo Bronson Memorial Highway, Kissimmee, Florida 34746; and the name of the initial registered agent at said office is

William Peck

ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation are three, whose names and addresses are:

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WILLIAM PECK, President
5881 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34746

STEPHEN RAMSAY, Vice President
5881 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34746

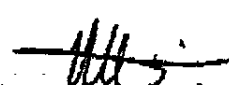
ALAN RYAN, Secretary/Treasurer
5881 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34746

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address for FLORIDA GOLF LIQUIDATION INC.
is:

5881 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34746

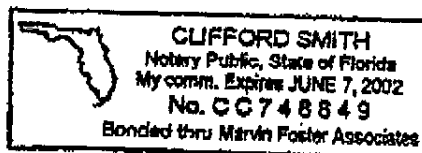
DATED: 11/5/01



WILLIAM PECK
President
5881 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34746
INCORPORATOR

STATE OF FLORIDA)
 :
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority duly authorized to administer oaths, personally appeared William Peck, who produced Florida Driver's License as identification, and who after first being duly sworn, deposes and says that he subscribed the above Articles of Incorporation, and that he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida this 5th day of November, 2001




NOTARY PUBLIC
Printed Name:
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT FLORIDA GOLF LIQUIDATION INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA HAS
NAMED WILLIAM PECK LOCATED AT 5881 W. IRLO BRONSON MEMORIAL
HIGHWAY, KISSIMMEE, FLORIDA 34746 AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

William Peck
WILLIAM PECK
PRESIDENT

TITLE: _____

DATE: _____

11/5/01

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

DATE: _____

11/5/01

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TALLAHASSEE, FLORIDA