



P0100011285

FILED
01 NOV 21 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 041555 7165057

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 78.75

ORDER DATE : November 20, 2001

ORDER TIME : 8:43 AM

ORDER NO. : 041555-005

CUSTOMER NO: 7165057

300004691063--1

CUSTOMER: Dorothy K. Pitcher, Secretary
Brooks Hermelee Geffin,
Attorneys At Law
Suite 1135
25 Southeast 2nd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: CMD GOLF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

RECEIVED
01 NOV 21 AM 10:28
DIVISION OF CORPORATION

J. BRYAN NOV 21 2001

ARTICLES OF INCORPORATION
OF
CMD GOLF, INC.

FILED
01 NOV 21 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CMD GOLF, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Bruce G. Hermelee
c/o Brooks Hermelee Geffin, L.L.C.
25 S.E. 2nd Avenue
Suite 1135
Miami, Florida 33131

ARTICLE VI

The name and address of the incorporator of the corporation is:

Bruce G. Hermelee
c/o Brooks Hermelee Geffin, L.L.C.
25 S.E. 2nd Avenue
Suite 1135
Miami, Florida 33131

ARTICLE VII

The names of the initial directors of the corporation are:

Christopher Dempsey
Joseph Dempsey
Betsy Dempsey
Noel Lemon, Sr.
Noel Lemon, Jr.

ARTICLE VIII

The mailing address of the corporation and its initial principal office is:

c/o Brooks Hermelee Geffin, L.L.C.
25 S.E. 2nd Avenue
Suite 1135
Miami, Florida 33131

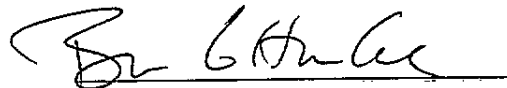
Executed at Miami, Florida this 19th day of November, 2001.


Bruce G. Hermelee

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **CMD GOLF, INC.**, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned is familiar with and accepts the obligations of the position of registered agent.

Dated this 19th day of November, 2001.


Bruce G. Hermelee

FILED
01 NOV 21 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA