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ACCOUNT NO. : 072100000032

REFERENCE : 583437 154297A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : May 16, 2002

ORDER TIME : 12:10 PM

ORDER NO. : 583437-005

CUSTOMER NO: 154297A

700005555687--5

CUSTOMER: Mr. David S. Wainer, III
Ford, Miller & Wainer, P.a.

Suite 550
6 East Bay Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: ADVANTAGE GOLF OF
JACKSONVILLE, 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: Sara Lea - EXT. 1114
EXAMINER'S INITIALS:

02 MAY 16 PM 1:18

RECEIVED

2002 MAY 16 PM 4:31
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

js
5/16/02

ARTICLES OF INCORPORATION

OF

ADVANTAGE GOLF OF JACKSONVILLE, INC.

2002 MAY 16 PM 4:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is ADVANTAGE GOLF OF JACKSONVILLE, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 8705 Perimeter Park Boulevard, #7, Jacksonville, Florida 32216.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are David S. Wainer, III, 6 East Bay Street, Suite 550, Jacksonville, Florida 32202.

ARTICLE V - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator are David S.

Wainer, III, 6 East Bay Street, Suite 550, Jacksonville, Florida
32202.


ARTICLE VII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 2002.



DAVID S. WAINER, III, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of § 607.0501, Florida Statutes, ADVANTAGE GOLF OF JACKSONVILLE, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ADVANTAGE GOLF OF JACKSONVILLE, INC.
2. The name and address of the registered agent and office are David S. Wainer, III, 6 East Bay Street, Suite 550, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, DAVID S. WAINER, III, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: 

David S. Wainer, III

Date: 5-15-02

2002 MAY 16 PM 4:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA