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June 25, 2002

Department of State
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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-07/01/02--01049--006
*****78.75 *****78.75

RE: FOX GOLF ENTERPRISES, INC.

TO WHOM IT MAY CONCERN:

Please find enclosed the Articles of Incorporation for FOX GOLF ENTERPRISES, INC. and two copies. A check for \$78.75 is enclosed for the filing fees and certified copy. Please return the documents to the address above. Please feel free to call me if you have any questions.

Very truly yours,



Robert L. Shearin, Esq.

2002 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JS 7/2/02

**ARTICLES OF INCORPORATION
OF
FOX GOLF ENTERPRISES, INC.**

FILED

2002 JUL -1 AM 11:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the provisions of Chapter 607 of the Florida Statutes does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

FOX GOLF ENTERPRISES, INC.

ARTICLE II

The address of the principal office of this Corporation is 8255 Ibis Club Drive, #503, Naples, Florida 34104, and the mailing address is the same.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue **ONE THOUSAND (1,000)** shares of common stock, each share having no par value per share.

ARTICLE V

The name and address of the initial Board of Directors and Officers shall be:

STEVE FOX
8255 Ibis Club Drive, #503
Naples, Florida 34104

PRESIDENT, SECRETARY, and
DIRECTOR

ARTICLE VI

The name and address of the incorporator is:

STEVE FOX
8255 Ibis Club Drive, #503
Naples, Florida 34104

ARTICLE VII

The street address of the initial registered office of this Corporation is 8255 Ibis Club Drive, #503, Naples, Florida 34104 and the name of its initial Registered Agent at that address is STEVE FOX.

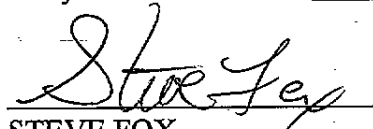
ARTICLE VIII

The Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming this Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, declaring and certifying that the facts stated above are true, and hereunto set my hand and seal this ____ day of June, 2002.


STEVE FOX

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing document was acknowledged before me by STEVE FOX who is personally known to me and who did take an oath.


NOTARY PUBLIC

My Commission Expires: 4/1/2005



Robert L. Shearin
Commission # DD 010743
Expires April 1, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, STEVE FOX, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


STEVE FOX

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2002 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA