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FILED
02 JUL -1 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX (407) 321-1467

PO2000072406

June 28, 2002

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Tour & Players School, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$78.75
Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing fee

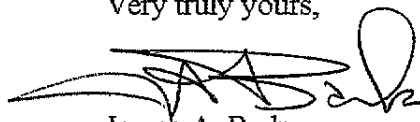
\$35.00 - Designating Registered Agent

\$8.75 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest
convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/vam

Enclosures

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ARTICLES OF INCORPORATION
OF
THE TOUR & PLAYERS SCHOOL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: THE TOUR & PLAYERS SCHOOL, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Law of the United States and the Laws of the State of Florida.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is

308 Sand Pine Place, Geneva, Florida 32732, and the name of the initial registered agent of this corporation is JOHN REDD.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

JOHN REDD
308 Sand Pine Place
Geneva, Florida 32732

HWAN KIM
308 Sand Pine Place
Geneva, Florida 32732

EDWARD SMITH
308 Sand Pine Place
Geneva, Florida 32732

ARTICLE VII. INCORPORATORS

The name and address of the person signing these articles are:

JOHN REDD
308 Sand Pine Place
Geneva, Florida 32732

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to these reservations.

ARTICLE IX. STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder

Number of Shares

JOHN REDD

40

HWAN KIM

30

EDWARD SMITH

30

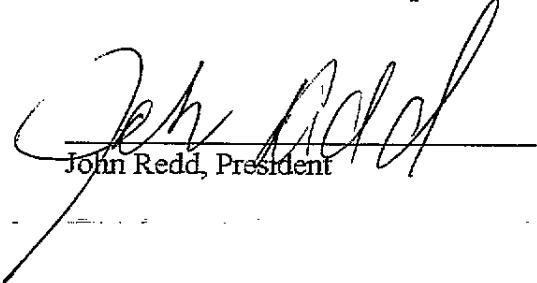
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 28 day of JUNE, 2002.


John Redd, Incorporator

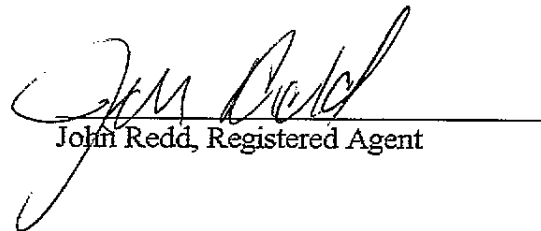
CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR
SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that THE TOUR & PLAYERS SCHOOL,
INC., a corporation duly organized and existing under the Laws of the State of Florida, has
named JOHN REDD of 308 Sand Pine Place, Geneva, Florida 32732, as its agent to accept
service of process within this State and the said address as the office for such service of process.


John Redd, President

ACKNOWLEDGMENT

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 agree to comply with
the provisions of the Florida Statutes relative thereto.


John Redd, Registered Agent