

P02000116808

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000219722 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 30 AM 7:01

FLORIDA PROFIT CORPORATION OR P.A.

ultimate golf, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

H020000219722

7

**ARTICLES OF INCORPORATION
OF
ULTIMATE GOLF, INC.**

THE UNDERSIGNED subscriber to these Articles of Incorporation, being the natural person competent to contract, hereby associate himself to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Ultimate Golf, Inc..

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation has authority to issue is 100 shares, all of which shall be common stock with a par value of \$5.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

THIS INSTRUMENT PREPARED BY:

Craig D. Savage, Esquire
Craig D. Savage, P.A.
801 N.E. 167th Street #302
North Miami Beach, Florida 33162
Florida Bar No.: 164998

H020000219722

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 30 AM 7:01

ARTICLE V - PRINCIPAL OFFICE

The post office address of the principal office of this corporation shall be 801 NE 167th Street, Suite 302, North Miami Beach, Fl 33162, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be 801 NE 167th Street, Suite 302, North Miami Beach, Fl 33162, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Craig D. Savage, whose business address is 801 NE 167th Street, North Miami Beach, Fl. 33162.

ARTICLE VI- NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

ARTICLE VII - SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
Craig D. Savage	801 NE 167 th Street #302 North Miami Beach, Fl 33162

ARTICLE VIII - OFFICERS

The names and post office addresses of the officers of this corporation are:

NAME	ADDRESS
Craig D. Savage, President	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Joel Benes, Vice President	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Joan Shires, Secretary	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Marty Miller, Treasurer	801 NE 167 th Street #302 North Miami Beach, Fl 33162

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the initial members of the first Board of Directors are:

NAME	ADDRESS
Abbey Kaplan	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Daniel Abramson	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Charles Bressman	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Mike Segal	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Chaim Steiger	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Gregg Schneider	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Tal Mohr	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Ronald Werner	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Herb Feinerman	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Steven Jaffee	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Jon Fels	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Simon Beda	801 NE 167 th Street #302 North Miami Beach, Fl 33162
William Lehman, Jr.	801 NE 167 th Street #302

	North Miami Beach, Fl 33162
Kevin Shacter	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Jeffrey Sonn	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Barry Bader	801 NE 167 th Street #302 North Miami Beach, Fl 33162
John Hedges	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Harry Berkowitz	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Joe Shires	801 NE 167 th Street #302 North Miami Beach, Fl 33162
Irwin Saltiel	801 NE 167 th Street #302 North Miami Beach, Fl 33162
David Gould	801 NE 167 th Street #302 North Miami Beach, Fl 33162

ARTICLE X - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purposes of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed hereinabove may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII - SPECIAL PROVISION

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting. Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting. Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greater vote is required by law or by the Bylaws, by that vote. Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by that vote.

ARTICLE XIV - FURTHER POWERS

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this

HEL51P0070H

corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors. The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at North Miami Beach, Florida, on this 30 day of October, 2002.

Craig D. Savage

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this 32 day of October, 2002, personally appeared Craig D. Savage, to me well known to be the identical person described in and who executed the attached Articles of Incorporation of ULTIMATE GOLF, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

Notary Public State of Florida at large

My commission expires:

REGISTERED AGENT

HAVING BEEN NAMED to serve as Registered Agent for ULTIMATE GOLF, INC., I hereby agree to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping said office open.

Craig D. Savage