

DEC-17-02 TUE 10:36 AM

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P. 01

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : BROAD AND CASSEL-WPB
Account Number : I19990000010
Phone : (561) 832-3300
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FLORIDA PROFIT CORPORATION OR P.A.

GOLF PERFORMANCE PRODUCTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GOLF PERFORMANCE PRODUCTS, INC.**

The undersigned, as incorporator, hereby forms a corporation with the meaning of the applicable provisions of Chapter 607, Florida Statutes:

**ARTICLE I
NAME**

The name of the corporation is GOLF PERFORMANCE PRODUCTS, INC. (the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall exist commencing on the date of filing of these Articles of Incorporation with the Florida Secretary of State, and the Corporation's existence shall be perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a corporation under the laws of Florida.

**ARTICLE IV
PLACE OF PRINCIPAL OFFICE**

The mailing address and the street address of the Corporation's principal office is: 37 North Orange Avenue, Suite 500, Orlando, FL 32801.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Matthew G. Schindel, Esq. The street address of the initial registered agent of the Company is: c/o Broad and Cassel, One North Clematis Street, Suite 500, West Palm Beach, Florida 33401.

**ARTICLE VI
CAPITAL STOCK**

The Corporation is authorized to issue 50,000,000 shares of common voting stock with a par value of \$.001 per share.

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ARTICLE VII
DIRECTORS

The Corporation shall have a Board of Directors consisting of not less than two (2) Directors. The initial Directors of the Corporation are:

Arthur J. Hudson 37 North Orange Avenue, Suite 500
Orlando, Florida 32801

William E. Foley 37 North Orange Avenue, Suite 500
Orlando, Florida 32801

ARTICLE VIII
AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

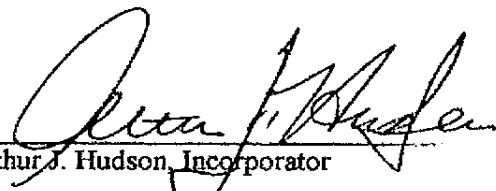
The majority vote of the issued and outstanding common shares of the Corporation shall be required to adopt, alter, amend, or repeal these Articles of Incorporation and the By-laws of the Corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

Arthur J. Hudson 37 North Orange Avenue, Suite 500
Orlando, Florida 32801

The undersigned executed these Articles of Incorporation on the 10th day of December, 2002.


Arthur J. Hudson, Incorporator

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DEC-17-02 TUE 10:38 AM

FAX NO.

P. 04

(H02000238353 5)

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Matthew G. Schindel, Esq.

Dated: December 10, 2002

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