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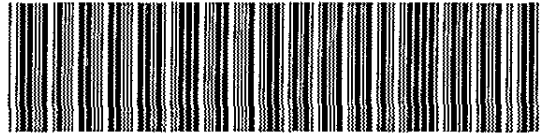
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

March 11, 2003

Via Federal Express 8390 4938 7058

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

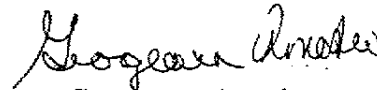
**Re: Incorporation of America's Golf Contest, Inc.
File Number 4-1204-33**

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Very truly yours,



Georgeann Amodeo
Legal Assistant

/gla
Enclosures

ARTICLES OF INCORPORATION
OF
AMERICA'S GOLF CONTEST, INC.

ARTICLE I

NAME

AMERICA'S GOLF CONTEST, INC.

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ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To acquire, own and organize golf contests of various types.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is *54 SW Boca Raton Boulevard, Boca Raton, Florida 33432*. The initial registered agent of this corporation is EDWARD B. COHEN with his address at *54 SW Boca Raton Boulevard, Boca Raton, Florida 33432*. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Name	Address
John S. Simoni	174 Coconut Palm Road Boca Raton, Florida 33432
Richard L. Berg	1866 NW 167 th Avenue Pembroke Pines, Florida 33028

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

**John S. Simoni
174 Coconut Palm Road
Boca Raton, Florida 33432**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of MARCH, 2003.

John S. Simoni
Print Name: **John S. Simoni**

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 11th day of March, 2003 by JOHN S. SIMONI, who is personally known to me (or who has produced drivers license as identification) and who did take an oath.

Denise E. Symons
Notary Public, State of Florida

(SEAL)



Denise E Symons
My Commission DD106999
Expires April 7, 2006


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That **AMERICA'S GOLF CONTEST, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boca Raton**, County of **Palm Beach**, State of **Florida** has named **Edward B. Cohen** located at **54 SW Boca Raton Boulevard, Boca Raton, FL 33432**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Print Name: Edward B. Cohen
(Registered Agent)

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TALLAHASSEE, FLORIDA