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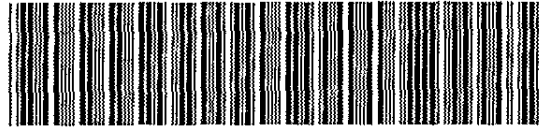
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APR 18 2003

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LAW OFFICES  
**FREEDMAN & McCLOSKY**  
PROFESSIONAL ASSOCIATION  
SUITE 700, SOUTHTRUST TOWER  
ONE EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY  
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800  
TELECOPIER (954) 764-2840

April 15, 2003

Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32314

Re: Kansai PGA, INC.

Dear Sir:

I have enclosed this firm's check no.3880 in the amount of \$70.00 as the filing fee for the above-referenced corporation. I have also enclosed the original and one copy of the executed Articles of Incorporation. Please return to me one file stamped copy in the enclosed envelope. Thank you.

Very truly yours,

FREEDMAN & MCCLOSKY, P.A.



Randy R. Freedman

RRF/fjm

Enclosures

ARTICLES OF INCORPORATION

OF

KANSAI PGA, INC.

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

Kansai PGA, Inc.  
c/o Freedman & McClosky, P.A.  
One East Broward Blvd., Ste. 700  
Ft. Lauderdale, FL 33301

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with no par value.

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TALLAHASSEE, FLORIDA  
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ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Randy R. Freedman, Esq.  
Freedman & McClosky, P.A.  
One East Broward Boulevard  
Suite 700  
Fort Lauderdale, FL 33301

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (1), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Masayuki Funahashi	c/o Freedman & McClosky, P.A. One East Broward Blvd., Ste. 700 Ft. Lauderdale, FL 33301

ARTICLE VII

The initial officers of the corporation shall be:

<u>NAME</u>	<u>Office</u>
Masayuki Funahashi	President
Masayuki Funahashi	Treasurer
Masayuki Funahashi	Secretary

ARTICLE VIII

The name and address of the incorporator is:

Masayuki Funahashi	c/o Freedman & McClosky, P.A. One East Broward Blvd., Ste. 700 Ft. Lauderdale, FL 33301
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ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

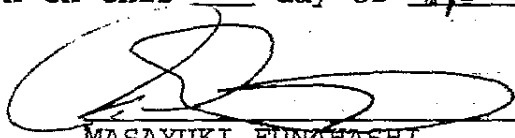
ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

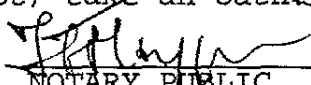
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15<sup>th</sup> day of April, 2003.

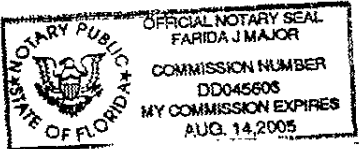
  
\_\_\_\_\_  
MASAYUKI FUNAHASHI  
Incorporator

STATE OF FLORIDA    )  
                          )    SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April, 2003, by MASAYUKI FUNAHASHI who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of KANSAI PGA, INC., and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

FREEDMAN & McCLOSKEY, P.A.

Date: April 15, 2003.

BY: Randy R. Freedman  
Randy R. Freedman

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