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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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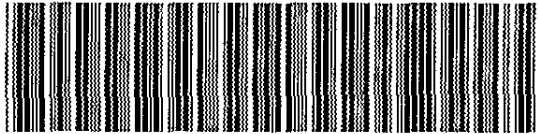
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Melnick, Lilienfeld & Assoc.

Requestor's Name

21070 NE 215 St.

Address

Miami, FL 33180

City

State

ZIP

Phone

937-1040

CORPORATION(S) NAME

Manny Zerman GOLF, Inc.

- |  |  |   |
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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 25, 2003

EMPIRE

SUBJECT: MANNY ZERMAN GOLF, INC.  
Ref. Number: W03000011860

We have received your document for MANNY ZERMAN GOLF, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 603A00025200



ARTICLES OF INCORPORATION

OF

Manny Zerman Golf, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name and address of the corporation shall be :

Manny Zerman Golf, Inc.  
501 Diplomat Parkway  
Hallandale, FL 33009

ARTICLE II

This corporation is organized for the following purposes:

(A) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(B) To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(C) To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

(D) To acquire by purchase or otherwise for investment of resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed or other lawful instrument, real estate or mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate, and deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell, and otherwise deal in franchises and licenses.

(E) To factor, lend or borrow money, be surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for payment of the same.

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TALLAHASSEE, FL 32304

(F) To act as agent, broker or attorney-in-fact for any persons, firms or corporations in buying, selling, and dealing in real property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

(G) To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

(H) In any manner to acquire, enjoy, utilize, and to dispose of patents, copyrights and trademarks, and any license or other rights or interests herein and thereunder.

(I) To purchase, subscribe for, or otherwise acquire, become interest in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts, and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist, or participate in the organization liquidation, or reorganization or financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(J) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object on or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

(K) To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

(L) To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

(M) To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which

shall at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

(N) To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Ten Thousand (10,000) shares at One (\$.01) Cent par value per share common stock.

### ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

### ARTICLE V

This corporation shall exist perpetually unless sooner dissolved by law.

### ARTICLE VI

The registered and principal office of this Corporation shall be:

Manny Zerman  
501 Diplomat Parkway  
Hallandale, FL 33009

The registered agent at the above address is :

Manny Zerman

### ARTICLE VII

This Corporation will be managed by the Stockholders.  
There will be no directors.

ARTICLE VIII

The name and address of the Officer of this Corporation is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Manny Zerman	President/Treasurer Secretary	501 Diplomat Parkway Hallandale, FL 33009

ARTICLE IX

The name and address of the Incorporator and Registered Agent signing these articles is:


Manny Zerman  
501 Diplomat Parkway  
Hallandale, FL 33009

Ten Thousand(10,000) of the authorized shares of capital stock of this Corporation have been subscribed for by Manny Zerman.

ARTICLE X

This Corporation shall indemnify any officer or former officer to the full extent permitted by law.

Having named to accept service of process for the above-stated Corporation at the place designated herein, we hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Manny Zerman  
President

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IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein above named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23 day of April 2003.

M Zerman  
Manny Zerman

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Manny Zerman, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Florida, this 23 day of April 2003.

Susan L. Castonguay  
NOTARY PUBLIC

My Commission Expires:

