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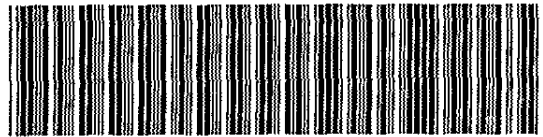
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN JUL 10 2003



Alan D. Henderson
Frank R. Keasler Jr.

July 2, 2003

Robert H. Sturgess
Douglas R. Maxwell

VIA FEDERAL EXPRESS OVERNIGHT DELIVER
TRACKING NUMBER: 840019905629

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Florida Country Club Properties, Ltd.
AR Club Management, Inc.

Dear Sir or Madam:

Enclosed for filing are the following:

1. Two (2) originals of the Affidavit and Certificate of Limited Partnership of Florida Country Club Properties, Ltd.
2. Two (2) originals of the Article of Incorporation of AR Club Management, Inc.

In this regard, please accept our firm's check in the amount of \$1,916.25 for filing fees as follows:

Filing of Limited Partnership

Filing Fee:	\$1,750.00
Designation of Registered Agent:	35.00
Certified Copy Fee:	52.50
Subtotal	\$1,837.50

Filing of Corporation

Filing Fee:	35.00
Designation of Registered Agent:	35.00
Certified Copy Fee:	8.75
Subtotal	\$ 78.75

TOTAL **\$1,916.25**

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Division of Corporations

July 2, 2003

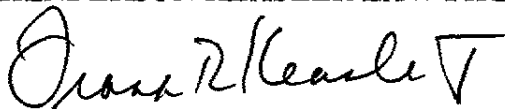
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Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copies.

If you have any questions in this regard contact our firm.

Sincerely,

HENDERSON KEASLER LAW FIRM



Frank R. Keasler, Jr.

FRK/kk

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AR CLUB MANAGEMENT, INC.**

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CLUB OF CORPORATIONS
ALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. **Name.** The name of the Corporation shall be: **AR CLUB MANAGEMENT, INC.**
2. **Principal Office.** The principal office of this Corporation shall be **2525 Country Club Boulevard, Orange Park, Clay County, Florida 32073.**
3. **The general purpose for which the Corporation was formed is as follows:**
 - (a) To serve in an advisory, managerial, and consultative capacity to corporations, associations, partnerships, individuals, and others, and to establish and maintain bureaus, departments, and laboratories for industrial, financial, statistical, inventory, and other research work, and to engage generally in the business of providing, promoting, establishing and operating systems, methods, and controls for managerial efficiency and operations specifically, but no by way of limitation, to manage the operations of private and public recreation venues including but not limited to, golf courses and country clubs, tennis facilities, yacht clubs, equestrian facilities and other sports complexes.
 - (b) To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;
 - (c) To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;
 - (d) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefore to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of,

and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

- (e) Without limit as to amount, to borrow money for the purposes of the Corporation, draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;
- (f) To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefore in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;
- (g) To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;
- (h) To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;
- (i) To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;
- (j) To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited

to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain and to carry out, exercise and comply with any such rights, privileges and concessions;

- (k) To maintain one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida, it being provided expressly the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

4. Stock and Voting Rights

- (a) The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.
- (b) The Class A Voting Common Stock enjoys sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.
- (c) The Class B Non-Voting Common Stock shall enjoy no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of

the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

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JACKSONVILLE, FLORIDA

- (d) No preemptive rights attend any capital stock or securities of the Corporation regardless of class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation, all without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

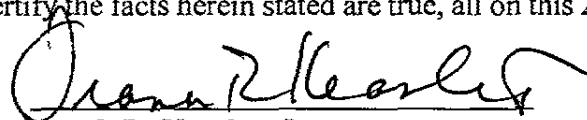
5. **Registered Agent.** The street address of the initial registered office of this Corporation in Florida shall be Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

6. **Incorporator.** The names and street address of the subscriber of these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
Frank R. Keasler, Jr.	4309 Pablo Oaks Court, Suite Five Jacksonville, FL 32224

7. **Effective Date of Corporate Existence.** The date corporate existence begins shall be July 1, 2003. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 2nd day of July, 2003.


Frank R. Keasler, Jr.

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

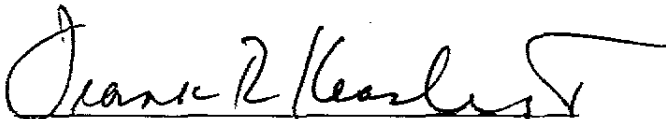
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

AR CLUB MANAGEMENT, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, named **Frank R. Keasler, Jr.**, located at Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite Five, Jacksonville, Duval County, Florida 32224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Being named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.



By: Frank R. Keasler, Jr., Registered Agent