

PO3 000095053

(Requestor's Name)

(Address)

PO Box 20881
WPA 71 33416

(City/State/Zip/Phone #)

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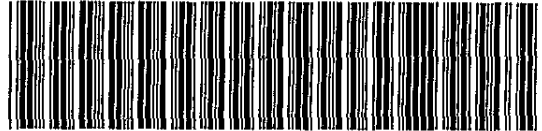
(Business Entity Name)

(Agent Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

441 8/29



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 14, 2003

JAMES A. MALLAMO 2ND ML
12553 WOODMILL DRIVE
PALM BEACH GARDENS, FL 33418

SUBJECT: MATRIX GOLF, INC.
Ref. Number: W03000022214

We have received your document for MATRIX 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 registered agent and street address must be consistent wherever it appears in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 903A00045059

ARTICLES

OF

INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE: NAME

The name of the Corporation shall be:

MATRIX GOLF, INC.

ARTICLE TWO: PURPOSE OF THE CORPORATION

The general purpose for which the Corporation is being incorporated is the transaction of any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE THREE: CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) common shares with a par value of one dollar (\$1.00) each.

ARTICLE FOUR: REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the Corporation is located at 12553 Woodmill Drive in the City of Palm Beach Gardens, Florida 33418, County of Palm Beach and the name of the Registered Agent is James A. Mallamo at 12553 Woodmill Drive in Palm Beach Gardens, Florida 33418. Principal address is same as registered address at 12553 Woodmill Drive, in the City of Palm Beach Gardens, Florida 33418.

ARTICLE FIVE: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The name of the Director is James A. Mallamo.

ARTICLE SIX: NAME AND ADDRESS OF INITIAL DIRECTORS

The name and address of each person who is to serve as a member of the initial Board of Directors is James A. Mallamo, 12553 Woodmill Drive, Palm Beach Gardens, Florida 33418.

ARTICLE SEVEN: NAME AND ADDRESS OF THE INCORPORATORS

The name and address of the Incorporators is:
James A. Mallamo at 12553 Woodmill Drive , Palm Beach Gardens, Florida 33418.

ARTICLE EIGHT: SHARES TAKEN BY THE INCORPORATORS

The shares to be taken by the Incorporators are One Thousand Common Shares valued at \$1.00 each for a total of \$1,000.00. One Thousand Common Shares per Incorporator are issued.

ARTICLE NINE: PRE-EMPTIVE SHAREHOLDER RIGHTS

No common shares shall be issued by the Corporation unless those shares have first been offered to the existing common shareholders, and these Shareholders have a pre-emptive right to acquire the offered shares in proportion to their existing holdings of common shares at such price and on such terms as the quorum of the Board of Directors shall in its sole discretion determine.

ARTICLE TEN: RESTRICTIONS ON THE TRANSFER OF SHARES

No shareholder shall sell, transfer, pledge, hypothecate, or otherwise dispose or encumber any shares held by him in the capital stock of the Corporation without both the written approval expressed by Special Resolution of the holders of 51% of the common shares then outstanding and

the consent of the Board of Directors expressed by a Resolution signed by the quorum of Directors.

ARTICLE ELEVEN: SPECIAL PROVISIONS

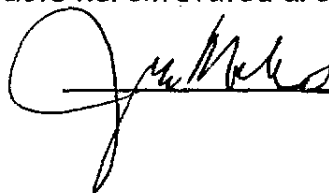
(1) The quorum for the transaction of business by the Board of Directors shall be one director, one of which has been elected or appointed by the Shareholders owning or representing 51% or more of the then outstanding common share of the Corporation. The act of the quorum of Directors shall be the act of the Board of Directors.

(2) One or more persons each of whom is entitled to vote personally or by proxy and representing either in their own right or by proxy 51% or more of the then outstanding common shares of the Corporation shall constitute a quorum for any action requiring a vote by the Shareholders. The vote of the quorum shall be the vote of the Corporation.

ARTICLE TWELVE: SHAREHOLDER AGREEMENTS

No shareholder Agreement shall restrict, abrogate, or abridge the rights of the Shareholders owning at least 51% of the outstanding common shares of the Corporation to vote their shares in the manner prescribed by the Act and pursuant to Article Twelve of theses Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned being the Incorporator of this Corporation, does hereby execute and file these Articles of Incorporation and certifies the facts herein stated are true.

A handwritten signature in black ink, appearing to read 'James A. Mallamo', written over a horizontal line.

James A. Mallamo

ACKNOWLEDGEMENT AND ACCEPTANCE
OF
REGISTERED AGENT

MATRIX GOLF, INC.
12553 Woodmill Drive
Palm Bach Gardens, Florida 33418

I, the undersigned, James A. Mallamo, do hereby acknowledge the acceptance as Registered Agent and fully accept and understand the duties of this position.


JAMES A. MALLAMO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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