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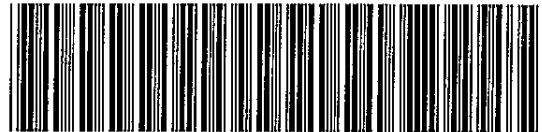
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRODY, COHEN & WINIG, P.A.

ATTORNEYS AT LAW
CENTURION TOWER

1601 FORUM PLACE, SUITE 304
WEST PALM BEACH, FLORIDA 33401-8103

ROBERT BRODY
RICHARD S. COHEN
STEVEN L. WINIG

R. S. Cohen E-Mail:
rscohenesq@aol.com

TELEPHONE
(561) 684-9100

FACSIMILE
(561) 697-3648

November 26, 2003

Via Fedex

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Five Stars Golf Management, Inc.

Gentlemen:

Enclosed please find the original and one copy of the above-referenced company's Articles of Incorporation. Please file the original and return a file-stamped copy of same to this office. Also enclosed is our client's check in the amount of \$70.00 made payable to the Florida Secretary of State to cover the cost of filing the Articles.

If you have any questions, please call.

Very truly yours,



RICHARD S. COHEN

ac
encl.

PALM BEACH GARDENS OFFICE

ADMIRALTY BUILDING - SUITE 700
4400 PGA BOULEVARD
(561) 627-4100
\\Flo\c-drive\cohen\WORK\Avon Park\Secst

WELLINGTON/ROYAL PALM BEACH OFFICE

EWING BUILDING - SUITE H
11388 OKEECHOBEE BOULEVARD
(561) 753-7500

**ARTICLES OF INCORPORATION
OF
FIVE STARS GOLF MANAGEMENT, INC.**

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TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is Five Stars Golf Management, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition.

Article IV - Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock with no par value.

Article V - Principal Office and Registered Agent

The street address of the principal office of this corporation is 9531 Spanish Moss Road West, Lake Worth, Florida, 33467. The name of the initial registered agent of this corporation is Richard S. Cohen, Esq., whose address is, 1601 Forum Place, Suite 304, West Palm Beach, Florida, 33401.

Article VI - Initial Board of Directors and Officers

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.

The name and address of the initial directors and officers of this corporation are:

Dixon Li	President	Daniel St. Louis	Treasurer
9531 Spanish Moss Road West		9531 Spanish Moss Road West	
Lake Worth, Florida 33467		Lake Worth, Florida 33467	

Joel Denigirs	Vice President	Thomas Fischer	Secretary
9531 Spanish Moss Road West		9531 Spanish Moss Road West	
Lake Worth, Florida 33467		Lake Worth, Florida 33467	

John Himmelberger
9531 Spanish Moss Road West
Lake Worth, Florida 33467

Article VII - Incorporators

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

Richard S. Cohen, Esq.
1601 Forum Place
Suite 304
West Palm Beach, Florida 33401

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, on November 24, 2003.

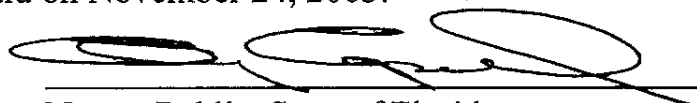


Richard S. Cohen

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

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard S. Cohen, personally known by me to be the persons who executed the foregoing Articles of Incorporation of Five Stars Golf Management, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid on November 24, 2003.

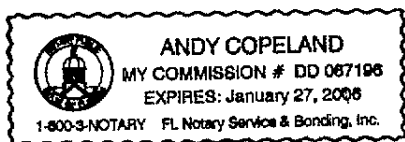


Notary Public, State of Florida

My commission expires: _____

Commission No.: _____

(SEAL)




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 **Five Stars Golf Management, Inc.**, desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the articles of
incorporation at 9531 Spanish Moss Road West, in the City of Lake Worth, Beach,
County of Palm Beach, State of Florida, has named **Richard S. Cohen, Esq.**, located
at 1601 Forum Place, Suite 304, City of West Palm Beach, County of Palm Beach,
State of Florida, 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 the 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.

By: 
Richard S. Cohen
Registered Agent

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TALLAHASSEE FLORIDA