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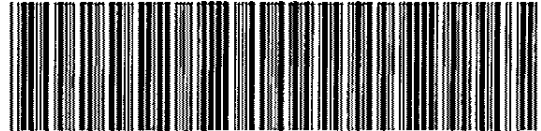
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN - , PM 1:45

Val R. Patarini, P. A.

Attorney At Law

Debra Q. Komisar, Paralegal

Charles N. Fletcher, II, Paralegal

128 East Main Street
Post Office Box 608
Wauchula, FL 33873

Phone Numbers
Office: 863-773-3171
FAX : 863-773-3488

May 27, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: D & P Golf Distributors, Inc.

To Whom it May Concern:

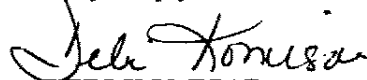
Enclosed please find an original and one (1) copy of the Articles of Incorporation regarding the above-referenced. Please have same filed with the Florida Department of State and return said copy and certification to the undersigned at your earliest convenience.

Check in the amount of \$78.75 is enclosed for said fee.

If you have any questions, please call.

Thank you for your prompt attention to this matter.

Very truly yours,



DEBI KOMISAR
Paralegal

Encs.

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ARTICLES OF INCORPORATION

OF

D & P GOLF DISTRIBUTORS, INC.

The undersigned, acting as Incorporators to these Articles of Incorporation, of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.
NAME

The name of the corporation is D & P GOLF DISTRIBUTORS, INC.

ARTICLE II.
PURPOSE

To construct, own, build, operate, and carry on the manufacturing of golf equipment, and to be able to distribute said equipment wholesale or retail.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as full as natural persons, firms, associations, or corporations, and in any part of the word.

The foregoing statement of purposes shall be construed as statement of both purposes and powers, shall be liberally construed in aid of powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not limitation of said general powers.

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ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Six Thousand (6,000) shares of common stock, each share having a par value of One (\$1.00) Dollars. Said authorized shares shall be voting shares.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV.
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Two Thousand and No/100 Dollars (\$2,000.00).

ARTICLE V.
TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.
PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of this corporation is 6510 U.S. 27 North, Sebring, FL 33872. The Board of Directors from time to time may designate such other address and place for the principal office of this corporation as it may seem fit.

ARTICLE VII.
REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That D & P GOLF DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Sebring, County of Highlands, has named JOHN C. DEAN, located at 6510 U.S. 27 North, Sebring, FL 33870, as its agent to accept service of process within the State.

ARTICLE VIII.
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE IX.
INITIAL DIRECTORS

The names and street addresses of the Initial Directors, who shall hold office until his/her successor(s) are elected and have qualified, is as follows:

<u>NAME</u>	<u>PHYSICAL AND MAILING ADDRESS</u>	<u>TITLE</u>
JOHN C. DEAN	6510 U.S. 27 North Sebring, FL 33870	President
VAL R. PATARINI, III.	104 Inglis Way Wauchula, FL 33873	Secy/Treas.

ARTICLE X.
SUBSCRIBERS

<u>NAME</u>	<u>SHARES</u>	<u>AMOUNT</u>
JOHN C. DEAN	1,000	\$1,000.00
VAL R. PATARINI, III.	1,000	\$1,000.00

ARTICLE XI.
EFFECTIVE DATE

These Articles of Incorporation shall be effective on the granting of the Corporation by the State of Florida.

ARTICLE XII.
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholder's meeting by a majority Fifty One (51%) Percent of the intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27 day of May, 2004.

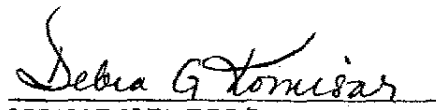

JOHN C. DEAN
Incorporator


VAL R. PATARINI, III.
Incorporator

STATE OF FLORIDA
COUNTY OF HARDEE

The foregoing instrument was acknowledged before me this 27 day of May, 2004, by JOHN C. DEAN and VAL R. PATARINI, III., who are personally known, or who produced _____ as identification.

 Debra G. Komisar
My Commission DD257202
Expires January 23, 2008

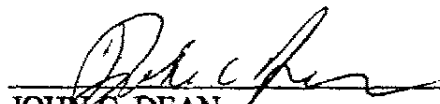

NOTARY PUBLIC
State of Florida at Large

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DIVISION OF CORPORATIONS

My commission expires:

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-styled corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOHN C. DEAN
Registered Agent