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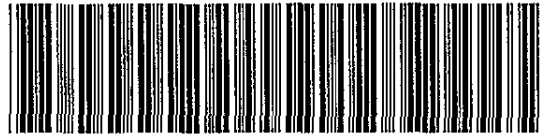
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

12-21-04

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04 DEC 22 PM 8:17
CLERK OF STATE
TREASURY DEPT.

W04-46031
gy 12/16

PEEK, COBB, EDWARDS & ASHTON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
JACKSONVILLE, FLORIDA 32207
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JACKSONVILLE 904 / 399-1609
OCALA 352 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

December 21, 2004

Via Federal Express

Secretary of State
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

Re: Sunrise Golf Sales, Inc.

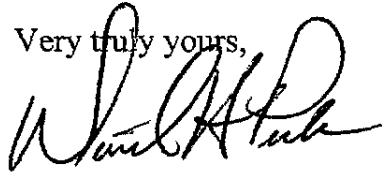
Dear Madam/Sir:

EFFECTIVE DATE
12-21-04

Enclosed please find an original and one copy of Articles of Incorporation of Sunrise Golf Sales, Inc., together with a copy of your correspondence of December 16, 2004.

I would appreciate your filing the articles and returning a certified copy to me. Thank you for your attention to this matter and, if you have any questions, please don't hesitate to call.

Very truly yours,



David H. Peek

DHP/bkb
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 16, 2004

DAVID H. PEEK
PEEK, COBB, EDWARDS & ASHTON
1301 RIVERPLACE BLVD., STE. 1609
JACKSONVILLE, FL 32207

SUBJECT: SUNRISE GOLF, INC.
Ref. Number: W04000046031

We have received your document for SUNRISE 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 704A00070177

FILED
04 DEC 22 PM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUNRISE GOLF SALES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I
Name and Place of Business**

EFFECTIVE DATE
12-21-04

Section 1.1 Name and Place of Business. The name of this corporation is SUNRISE GOLF SALES, INC., with its principal place of business at 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207.

**ARTICLE II
Duration**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
Purposes**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

Initial Registered Office and Agent

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida,

32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

ARTICLE VI

Directors

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Peter J. Olson	1094 Garrison Drive St. Augustine, Florida 32092

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII
Incorporation

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Address

David H. Peek

1301 Riverplace Boulevard
Suite 1609
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the
21 day of December, 2004.



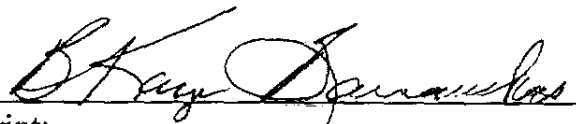
DAVID H. PEEK

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of December, 2004, by DAVID H. PEEK, who is personally known to me or has produced the identification referenced below and who did not take an oath.



B. Kaye Barnauskas
My Commission DD174647
Expires January 12, 2007



Print: _____

Notary Public, State and County Aforesaid
Commission No. _____

My Commission Expires: _____

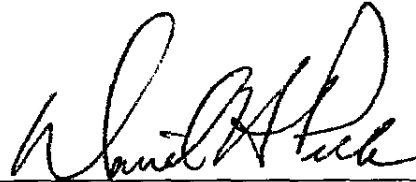
Personally Known

Type of Identification

FILED
04 DEC 22 PM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DAVID H. PEEK

Dated: December 21, 2004