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GRIMES GOEBEL

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

All in Golf, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 05      |
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**ARTICLES OF INCORPORATION****OF****ALL IN GOLF, INC.**

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this corporation shall be All In Golf, Inc.

The Principal office and mailing address shall be 5710 Draw Lane, Sarasota, Florida 34238.

**ARTICLE II. PURPOSE, NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The total authorized capital stock of the corporation shall be 1,000 shares of common stock having a nominal or par value of \$.10 per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent at such address will be David P. Hopstetter. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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#### ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is P. Keith Pope whose address is 1980 Talon Court, Sarasota, Florida 34240.

#### ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of Directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII. INITIAL DIRECTORS

The name of the initial Directors of this corporation and their street address is:

| <u>Name</u>        | <u>Address</u>                                    |
|--------------------|---|
| R. Jedson Azinger  | 2742 Man of War Circle<br>Sarasota, Florida 34240 |
| P. Keith Pope      | 1980 Talon Court<br>Sarasota, Florida 34240       |
| Dennis K. Colletti | 4619 4th Avenue N.E.<br>Bradenton, Florida 34208  |

#### ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

#### ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

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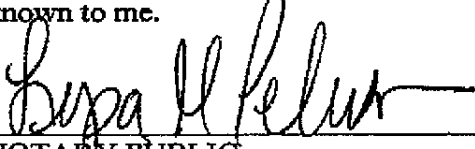
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IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

  
P. Keith Pope, Incorporator

STATE OF FLORIDA     )  
COUNTY OF MANATEE )

The foregoing instrument was acknowledged before me this 28 day of Sept, 2004, by P. Keith Pope who has produced FL ID as identification or who is personally known to me.

  
NOTARY PUBLIC

My Commission Expires:



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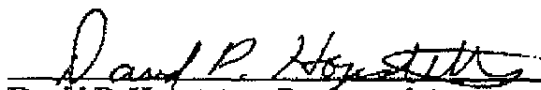
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

1. All In Golf, Inc. desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 5710 Draw Lane, Sarasota, Florida 34238.
2. The name and the Florida street address of the registered agent and office are: David P. Hopstetter, 1023 Manatee Avenue West, Bradenton, Florida 34205.

**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 provisions of said Act relative to keeping open said office.

  
David P. Hopstetter, Registered Agent

DATED this the 14th day of March, 2004. 

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TALLAHASSEE, FLORIDA

U:\Jack\Corporations\All In Golf, Inc\Articles.wpd\slh\September 15, 2004 (4:28PM)

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