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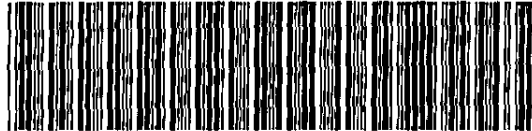
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J. Shivers MAY 17 2005

STEVEN H. MEYER, P.A.
ATTORNEYS AT LAW

2295 NORTHWEST CORPORATE BOULEVARD
SUITE 117
BOCA RATON, FLORIDA 33431
TELEPHONE (561) 864-0007 • TELEFAX (561) 864-0001

May 13, 2005

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

RE: GPS Golf Systems II, Inc.

Dear Sir or Madam,

Enclosed are an original and two copies of the Articles of Incorporation and a check for \$78.50 for the filing fee and a certified copy.

Please note that the ownership and office address are identical to that of Golf GPS Systems II, Inc., Document Number P05000013555.

Please return a certified copy to this office.

FROM: Steven H. Meyer, P.A.
2295 N.W. Corporate Boulevard
Suite 117
Boca Raton, Florida 33431

Very truly yours,


Steven H. Meyer

Enclosures: Articles of Incorporation
Check for \$78.50

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DIVISION OF CORPORATIONS
05 MAY 16 PM 2:50

ARTICLES OF INCORPORATION
OF

GOLF GPS SYSTEMS II, INC.
A Florida Profit Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

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DIVISION OF CORPORATIONS
05 MAY 16 PM 3:58

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. **Name.** The name of this corporation is GOLF GPS SYSTEMS II, INC.. The period of duration shall be perpetual.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes, and the purpose for which this corporation is organized is:

sale and lease of golf related equipment and all other lawful business purposes

3. **Authorized Capital.** The corporation shall have the authority to issue 1000 shares of common stock. The par value of the stock is \$.01.
4. **Principal Place of Business.** The principal place of business and mailing office of the corporation shall be:

3600 South Congress Avenue, Suite O
5. **Board of Directors.** The number of directors of the corporation shall be fixed and may

be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of four persons, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

Miles A. Early
3600 South Congress Avenue, Suite O
Boynton Beach, Florida 33426

Monty Ryan
3600 South Congress Avenue, Suite O
Boynton Beach, FL 33426

Mark Goldner
3600 South Congress Avenue, Suite O
Boynton Beach, FL 33426

Tyce Fitzsimmons
3600 South Congress Avenue, Suite O
Boynton Beach, FL 33426

6. **Registered Agent.**

The name and Florida street address of the Registered Agent of the Corporation is:

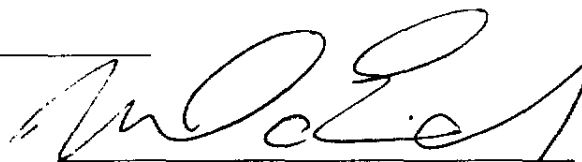
Steven H. Meyer, Esq.
2295 N.W. Corporate Boulevard
Suite 117
Boca Raton, FL 33431

7. **Incorporator.** The name and address of the incorporator is:

Miles A. Early
7241 Catalina Isle Drive
Lake Worth, FL 33467

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they be effective as of May 10, 2005.

Date: 5-13-05

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

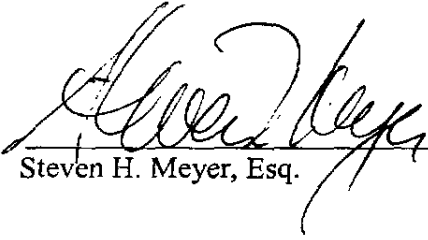
Miles A. Early

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: _____

5/13/05



Steven H. Meyer, Esq.

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