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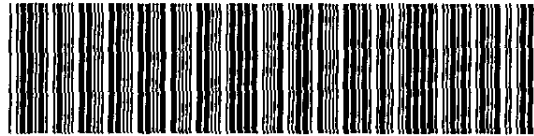
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J. Shivers OCT 20 2005

The Law Offices of Timothy K. Anderson
TIMOTHY K. ANDERSON, ESQ.
480 Maplewood Drive, Suite 5
Jupiter, Florida 33458

Rebecca Lipford Huffman
Paralegal

Lorraine A. Hinkle
Legal Assistant

October 17, 2005

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


RE: Incorporation of Cool Golf, Inc.

Enclosed please find the original and one copy of the above referenced Articles of Incorporation for filing with the Secretary of State. Also enclosed is a check made payable to "Secretary of State" in the amount of \$78.75 for the filing fee.

Please file immediately. Enclosed is a return envelope for the return of the filed articles of incorporation.

Thank you for your assistance in this matter. If you have any questions, please give me a call.

Very truly yours,


Lorraine Hinkle,
Legal Assistant to
Timothy K. Anderson

TKA/lah

Enclosures

CLERK OF COURT
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

COOL GOLF, INC.

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **COOL GOLF, INC.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV - DURATION

The corporation is to exist perpetually commencing at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE V - DIRECTORS

The corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but there shall never be more than four Directors. The names and street addresses of the initial Directors of this

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TALLAHASSEE, FLORIDA

corporation are: **Edwin C. Noyes, III, 37 Russell Street, Tequesta, Florida 33469** and **Brian Didier, 311 Springdale Circle, Lake Worth, Florida 33461.**

ARTICLE VI
INCORPORATOR

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

Edwin C. Noyes, III, 37 Russell Street, Tequesta, Florida 33469

ARTICLE VII
AMENDMENT OF ARTICLES

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 reservation.

ARTICLE VIII
BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the corporation.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **480 Maplewood Drive, Suite 5, Jupiter, Florida 33458**, the initial Registered Agent of this corporation at that address is: **Timothy K. Anderson.**

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TEQUESTA, FLORIDA


ARTICLE X

INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:


37 Russell Street, Tequesta, Florida 33469

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation.


Edwin C. Noyes, III, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing Articles of incorporation of . were acknowledged before me this 14 day of October, 2005, by **Edwin C. Noyes, III**, Incorporator.


NOTARY PUBLIC
My commission expires:

Timothy K Anderson
My Commission CC674290
Expires September 19, 2001

Timothy K Anderson
My Commission CC674290
Expires September 19, 2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **COOL GOLF, INC.**

2. The name and address of the registered agent and office is:

Timothy K. Anderson
480 Maplewood Drive, Suite 5
Jupiter, Florida 33458

DATE


10/14/05


Edwin C. Noyes, III, Director

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE

10/14/05


Timothy K. Anderson, Esquire

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA