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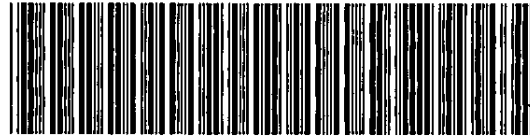
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2014 AUG -4 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*



August 12, 2014

Ms. Sylvia Gilbert  
Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: ProdigyGolfer Lifestyle Brands, LLC, conversion to ProdigyGolfer, Inc.  
Document No. L13000083545

Dear Ms. Gilbert:

In accordance with your telephone call of last week to my assistant, Jean Pfeiffer, enclosed please find my law firm check in the amount of \$10.00 as the additional filing fee for the Articles of Incorporation for ProdigyGolfer, Inc., and the Certificate of Conversion for the conversion of ProdigyGolfer Lifestyle Brands, LLC, into ProdigyGolfer, Inc.

Please file the Articles of Incorporation and the Certificate of Conversion previously provided to your office.

If you have any questions or require additional information, please feel free to call me at 407-649-7777. Thank you for your assistance with this matter.

Very truly yours,

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

Edward R. Alexander, Jr.

Enclosure



August 1, 2014

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: ProdigyGolfer Lifestyle Brands, LLC

Dear Sir/Madam:

Enclosed please find:

- (1) Articles of Incorporation for ProdigyGolfer, Inc;
- (2) a Certificate of Conversion concerning the conversion of ProdigyGolfer Lifestyle Brands, LLC, a Florida limited liability company, into ProdigyGolfer, Inc., a Florida corporation; and
- (4) a check in the amount of \$95.00 issued by ProdigyGolfer Lifestyle Brands, LLC, as and for the filing fee for the Articles of Incorporation the and Certificate of Conversion.

Please file the Articles of Incorporation for ProdigyGolfer, Inc., and, thereafter, the Certificate of Conversion.

If you have any questions or require additional information, please feel free to call me at 407-649-7777. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander'.

Edward R. Alexander, Jr.

Enclosures

**Articles and Certificate of Conversion**

for the conversion of

**ProdigyGolfer Lifestyle Brands, LLC**

a Florida limited liability company,

into

**ProdigyGolfer, Inc.**

a Florida corporation.

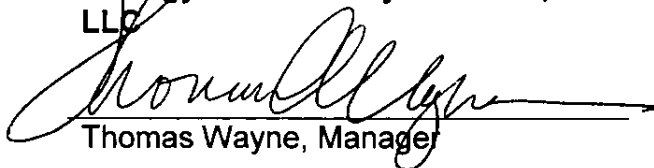
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TALLAHASSEE, FLORIDA

ProdigyGolfer Lifestyle Brands, LLC, a Florida limited liability company (the "**Company**"), files this Articles and Certificate of Conversion pursuant to §§605.1045 and 607.1115, Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

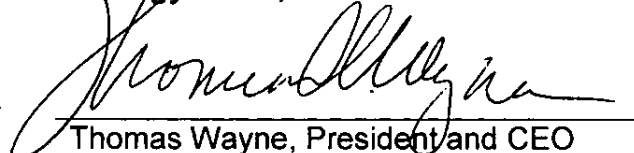
1. The name of the Company is ProdigyGolfer Lifestyle Brands, LLC. It is a Florida limited liability company, and was formed on June 10, 2013.
2. The Company is being converted into ProdigyGolfer, Inc. a Florida corporation.
3. The Plan of Conversion was approved in accordance with §§605.1041 - 605.1046, Florida Statutes.
4. As of the effective date of this Articles of Conversion the limited liability company shall be converted into ProdigyGolfer, Inc., a Florida corporation (the other business entity), in accordance with the Articles of Incorporation of ProdigyGolfer, Inc., attached hereto as Exhibit A.
5. The principal office of the Florida corporation into which the Company is being converted is 2052 Tilman Ave., Winter Garden, FL 34787.
6. The effective date of the conversion and this Articles of Conversion shall be the filing date.
7. ProdigyGolfer, Inc., a Florida corporation (the other business entity), has agreed to pay to any members having appraisal rights the amount to which such members are entitled under §§605.1006 and 605.1061 - 605.1072, Florida Statutes.

Executed as of this 31<sup>ST</sup> day of July, 2014.

**ProdigyGolfer Lifestyle Brands,  
LLC**

  
Thomas Wayne, Manager

**ProdigyGolfer, Inc.**

  
Thomas Wayne, President and CEO

**ARTICLES OF INCORPORATION  
OF  
PRODIGYGOLFER, INC.**

FILED  
2014 AUG -4 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. Name**

The name of this Corporation shall be:

**PRODIGYGOLFER, INC.**

**ARTICLE II. Principal Office**

The address of the principal office and the mailing address of the Corporation is: 2052 Tillman Ave., Winter Garden, FL 34787

**ARTICLE III. Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV. Capital Stock**

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is six million seven hundred thousand (6,700,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Four million eight hundred thousand (4,800,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. One million nine hundred thousand (1,900,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the "**Preferred Stock**"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, upon the occurrence of a Liquidating Event (as defined below) the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders. "**Liquidating Event**" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2052 Tillman Ave., Winter Garden, FL 34787 and the name of the initial registered agent of this Corporation at that address is Thomas Wayne.

#### ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be two (2).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Thomas Wayne	2052 Tillman Ave. Winter Garden, FL 34787

Lauren Wayne	2052 Tillman Ave. Winter Garden, FL 34787
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Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII. Incorporator

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

<u>Name</u>	<u>Street Address</u>
Thomas Wayne	2052 Tillman Ave. Winter Garden, FL 34787

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of 7/30, 2014.

  
Thomas Wayne, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of ProdigyGolfer, Inc.

  
Thomas Wayne