

P930000 70306

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December 17, 1996

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

000002035080--7  
-12/20/96--01069--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Golf Headquarters, Inc.  
Document # P93000070306

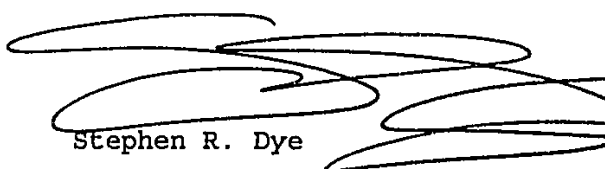
Gentlemen:

Please find Articles of Dissolution for the above-referenced corporation, together with the Notice of Special Shareholders' Meeting, Shareholders' Resolution Approving Dissolution and Resolution of the Board of Directors recommending Dissolution. We have also enclosed the filing fee in the amount of \$35.00.

Please forward proof of this filing to the undersigned. Do not hesitate to contact me if you need anything further.

Very Truly Yours,

Dye, Scott, Prather & Petruff, P.A.

  
Stephen R. Dye

SRD/bdc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 20 PM 2:43  
TALLAHASSEE  
1996

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403  
OF THE FLORIDA BUSINESS CORPORATION ACT

FILED  
SECRETARY OF CORPORATIONS  
96 DEC 20 PM 2:43

TO: Department of State,  
Tallahassee, Florida  
FILING FEE: \$35.00  
DATE: Dec 11/96

1. Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

The name of the Corporation is Golf Headquarters, Inc.,  
Document #P93000070306.

2. The names and the respective addresses of officers of the Corporation are as follows:

Mona Bowes  
President/Secretary/Treasurer  
5404 Cortez Road West  
Bradenton, FL 34210

3. The name and respective addresses of the directors of the Corporation are as follows:

Mona Bowes  
5404 Cortez Road West  
Bradenton, FL 34210

4. This Dissolution was authorized on Dec 11,  
1996.

5. The Dissolution was approved by unanimous approval of all shareholders of the Corporation, therefore the number of votes cast for dissolution was sufficient for approval.

6. Adequate provision has been made for the payment of all liabilities and obligations of the Corporation.

7. All the property and assets of the Corporation remaining after the payment of all debts, obligations and liabilities of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests or no property or assets remain to be distributed among the shareholders after payment of all debts, liabilities and obligations of the Corporation.

8. There are no actions pending against the Corporation in any Court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation and any pending actions or proceedings.

9. The Corporation elected to dissolve by act of the Corporation a Resolution to Dissolve having been duly adopted by the shareholders on Dec 11, 1996. A copy of the Resolution is attached to these Articles.

DATED this 11 day of <sup>Dec</sup> November, 1996.

GOLF HEADQUARTERS, INC.,  
A Florida Corporation

BY:

Mona Bowes  
Mona Bowes, President/Secretary  
Treasurer/Director/Shareholder

BY:

Robert Bowes  
Robert Bowes, Shareholder

BY:

Andrew Robert Bowes  
Andrew Robert Bowes, Shareholder

NOTICE OF SPECIAL SHAREHOLDERS MEETING TO CONSIDER  
DIRECTORS' RECOMMENDATION TO DISSOLVE

GOLF HEADQUARTERS, INC.

TO: To all Shareholders of Golf Headquarters, Inc.

Notice is given that a special meeting of the shareholders of Golf Headquarters, Inc. will be held 5404 Cortez Road West, Bradenton, Florida 34210 at (time) 9 AM for the following purposes:

1. To consider and act on a recommendation of the Board of Directors of the Corporation that the Corporation be dissolved to consider and act on any other business that may come before the meeting.

By order of the Board of Directors dated Dec 11/96,  
1996,

Mona Bowes  
Mona Bowes

**SHAREHOLDERS' RESOLUTION APPROVING DISSOLUTION**  
**of**  
**GOLF HEADQUARTERS, INC.**

WHEREAS, the Board of Directors of the Corporation had a meeting held on Dec 11, 1996, adopted a resolution recommending the dissolution of this Corporation and ordering that the issue of dissolution be submitted to a vote of shareholders. At this meeting; and

WHEREAS, the holders of more than a majority of the outstanding shares of the Corporation have voted to authorize dissolution; and

IT IS RESOLVED, that Golf Headquarters, Inc., a Florida corporation be dissolved; and

FURTHER RESOLVED, that the officers of the Corporation are directed to cease the business operations of the Corporation except any actions that may be necessary to wind up and liquidate the Corporation's business and affairs and to take any further action that may be necessary or appropriate to carry out the intent of this Resolution.

Dec 11 1996  
DATE

Dec 11/96  
DATE

Dec 12/96  
DATE

Robert Bowes  
Robert Bowes

Mona Bowes  
Mona Bowes

Andrew Robert Bowes  
Andrew Robert Bowes

RESOLUTION OF BOARD OF DIRECTORS RECOMMENDING DISSOLUTION  
of  
GOLF HEADQUARTERS, INC.

RESOLVED, that the Board of Directors of the Corporation recommend that the Corporation be dissolved; and,

FURTHER RESOLVED, that the question of dissolution of the Corporation be submitted to a vote of the shareholders and that the Board call a meeting of the shareholders to be held on Dec 11, 1996, at the principle office of the Corporation; and

FURTHER RESOLVED, that in the event the shareholders approve the dissolution by majority vote, the officers of the Corporation are to cease carrying on any business of the Corporation except that which is appropriate to wind up and liquidate its business and affairs.

BOARD OF DIRECTORS,  
GOLF HEADQUARTERS, INC.

BY: \_\_\_\_\_

Mona Bowes  
Mona Bowes

DATE: \_\_\_\_\_

Dec 11/96