

P95000006338

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: BRODIE GOLF MANUFACTURING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

FROM: BRENT C. MILLER
Name (Printed or typed)
407 Wekiva Springs Road, Suite 119
Address
Longwood, Florida 32779
City, State and Zip
(407) 774-1400
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 25 AM 10:17

ENCLOSURE 37:36:50
-01/12/95--01095--006
*****20.00 *****20.00

NOTE: Please provide the original and one copy of the articles.

W95-986
615

KAN 1-13



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1995

BRENT C. MILLER
407 WEKIVA SPRINGS ROAD
SUITE 119
LONGWOOD, FL 32779

SUBJECT: BRODIE GOLF MANUFACTURING, INC.
Ref. Number: W95000000986

We have received your document for BRODIE GOLF MANUFACTURING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 495A00001621

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 25 AM 10:17

OF

BRODIE GOLF MANUFACTURING, INC.

I, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

Brodie Golf Manufacturing, Inc.

ARTICLE II

This corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation may conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place and may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

ARTICLE IV

The corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or

incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE V

The authorized capital stock of this corporation shall consist of one hundred thousand (100,000) shares of common stock, with par value of One and No/100 (\$1.00) Dollar per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

Said common capital stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidence by a written contract, or other securities of the corporation.

The Board of Directors of the corporation may, from time to time, authorize shares to be issued upon determining that the consideration received or to be received for the shares to be issued is adequate. The shares shall not be issued for less than the par value thereof.

The holders of common shares shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

This corporation shall have perpetual existence, unless sooner

dissolved according to law.

ARTICLE VII

The principal office of this corporation shall be located at 1112 West Dixie Avenue, Leesburg, Florida 34748, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VIII

The street address of the corporation's initial registered office shall be at 1112 West Dixie Avenue, Leesburg, Florida 34748, and its initial registered agent at such office shall be Brent C. Miller, Esquire.

ARTICLE IX

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) nor more than nine (9) members, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE X

The name and post office address of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Joe Redoutey	1112 West Dixie Avenue Leesburg, FL 34745
William Herrman	1112 West Dixie Avenue Leesburg, FL 34745

Brent C. Miller

1112 West Dixie Avenue
Leesburg, FL 34745

ARTICLE XI

The name and address of each incorporator is:

Name

Address

Bill Herrman

1112 West Dixie Avenue
Leesburg, FL 34745

ARTICLE XII

In furtherance, and not in limitation, of the powers conferred by statute, the corporation shall have any may exercise the following powers:

A. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise.

B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the board of Directors.

Meetings of directors and of stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the statutes of the State of Florida, or the taking of action without a meeting as may be provided by the statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.

C. The number of directors of the corporation shall be fixed from time to time by the Bylaws and may be increased or decreased as shall be provided by the Bylaws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

D. The corporation, in its Bylaws, may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.

E. It shall not be necessary for any officer of the

corporation to be a director, or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws provide; and the manner of calling meetings of stockholders and directors may be fixed by the Bylaws.

G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

H. 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 statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII

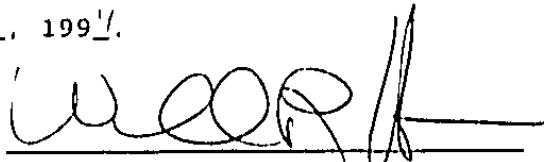
Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided

that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XIV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in anyway interested.

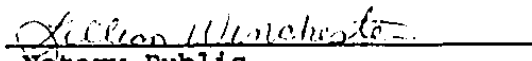
IN WITNESS WHEREOF, the undersigned, being all of the incorporators, have executed these Articles of Incorporation this 23rd day of December, 1997.

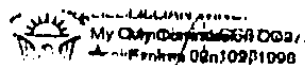

William Herman

STATE OF FLORIDA
COUNTY OF ORANGE
Seminole

The foregoing instrument was acknowledged before me this 23rd day of December, 1997, by William Herman, who is personally known to me or who has produced Driver's License Number _____ as identification and who did take an oath.

WITNESS my hand and official seal, this 23rd day of December, 1997.


Notary Public
My Commission Expires:



I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


BRENT C. MILLER