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† Board Certified
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February 10, 1995

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: Shelly's Golf Sales, Inc.
Our File Number: 2688.002

Dear Reader:

800001405248
-02/14/95--01041--010
****122.50. ****122.50

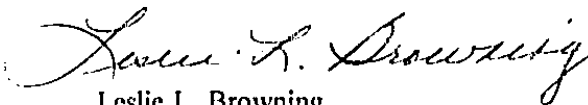
Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Shelly's Golf Sales, Inc. together with our firm check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA, LEIGH & HAGAMAN, CHTD.



Leslie L. Browning
Legal Assistant
/llb

Enclosures

ARTFIL.FRM

FILED
95 FEB 13 11 21 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHELLY'S GOLF SALES, INC.**

FILED
95 FEB 13
SHELLY'S GOLF SALES, INC.
FLORIDA

The undersigned, acting as the sole incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

- 1.01. The name of the Corporation is SHELLY'S GOLF SALES, INC.

ARTICLE TWO

DURATION

- 2.01. This corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

PURPOSE

- 3.01. The purpose of the Corporation is to engage in any activity or business permitted under §607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

- 4.01. The aggregate number of shares that the Corporation has authority to issue is Ten Thousand (10,000), all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

- 5.01. There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01. The street address of the initial registered office and principal office of the Corporation is 18405 Hepatica Road, Fort Myers, Florida 33912 and the name of the initial registered agent at that address is Shelly Bessonon.

ARTICLE SEVEN

INCORPORATOR

7.01. The name and address of the incorporator is:

NAME

ADDRESS

Shelly Bessonon

18405 Hepatica Road
Fort Myers, Florida 33912

ARTICLE EIGHT

DIRECTORS

8.01 The initial Board of Directors of the Corporation shall consist of one (1) member. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation. The name and address of the member of the first Board of Directors is:

NAME

ADDRESS

Shelly Bessonon

18405 Hepatica Road
Fort Myers, Florida 33912

IN WITNESS WHEREOF, I have subscribed my name at Naples, Collier County, Florida on this 11th day of November, 1994.

Shelly Bessonon
Shelly Bessonon
Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER)

95 FEB 13 PM 3:01
RECEIVED
FALL HARBOR, FLORIDA

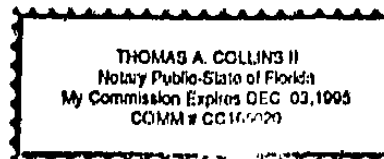
The foregoing instrument was acknowledged before me this 16 day of November, 1994,
by SHELLY BESSONEN, who is personally known to me (or has produced
2/9 as identification) and did/did not take an oath.

Thomas A. Collins II
Notary Public

Thomas A. Collins II
Typed, Printed or Stamped Name

My Commission Expires:

My Commission No: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated as the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: November 16, 1994

Shelly Bessonon
Shelly Bessonon, Registered Agent