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February 20, 1995

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

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-02/22/95--01049--011
***122.50 ***122.50

RE: Golf Stuff Development, Inc.

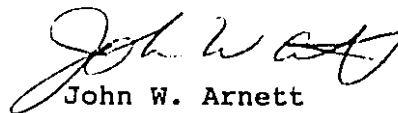
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation regarding the above corporation together with a check in the amount of \$122.50. Please file and return a copy to the undersigned.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

BOND, ARNETT & PHELAN, P.A.


John W. Arnett

JWA:dn
Encls. As stated above

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JB 2/22/95

FILED
1995 FEB 22 PM 3:00
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GOLF STUFF DEVELOPMENT, INC.**

FILED
1995 FEB 22 PM 3:00
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **GOLF STUFF DEVELOPMENT, INC.**

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Street Address

The street address of the initial principal office of this corporation is 3405 S.W. College Road, Suite 225, Ocala, Florida 34474, and the name of the initial registered agent of this corporation is W. WAYNE McGRAW.

ARTICLE VI - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

W. WAYNE McGRAW

2130 N.E. 10th Street
Ocala, Florida 34470

DON PHILLIPS

3405 S.W. College Rd., Ste. 225
Ocala, Florida 34474

ROBERT L. FELDMAN

3405 S.W. College Rd., Ste. 225
Ocala, Florida 34474

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII - Incorporator

The name and address of the person signing these articles is: W. WAYNE McGRAW, 2130 N.E. 10th Street, Ocala, Florida 34470.

ARTICLE VIII - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for

the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - Registered Agent

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GOLF STUFF DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Ocala, County of Marion , and State of Florida, has named W. WAYNE McGRAW, located at 2130 N.E. 10th Street, Ocala, Florida 34470, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in

this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

FILED

1995 FEB 23 PM 3:00

TALLAHASSEE, FLORIDA

W. Wayne McGraw
W. WAYNE McGRAW,
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of February, 1995.

W. Wayne McGraw
W. WAYNE McGRAW,
Subscriber

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 15th day of February, 1995 by W. WAYNE MCGRAW, who is personally known to me or produced the identification described below.

PATRICIA A. ABBRUZZI
Notary Public, State of Florida
My comm. expires Dec. 17, 1996
Comm. No. CC246952
My Commission Expires:

Patricia A. Abruzzi
Print: Deborah Deger PATRICIA A. ABBRUZZI
Notary Public, State of Florida
at Large

M 260-939-44-424-0
IDENTIFICATION