

P950000/6829

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P.O. BOX 1831 (ZIP 33601)
TAMPA, FLORIDA 33608
(813) 273-4800 FAX (813) 273-4308

February 23, 1995

IN REPLY REFER TO:

Clearwater
3/1/95 11:17 AM
02/28/95--01075--010
***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Britco Golf Sales, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the registered agent form and my check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,

R. Nathan Hightower
R. Nathan Hightower

RNH:lf

Enclosures

FILED
1995 FEB 27 PM 12:02

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3/1/95
P95-16829

ARTICLES OF INCORPORATION
OF
BRITCO GOLF SALES, INC.

FILED
MAR 27 1982
FEB 02

ARTICLE I

Name

The name of this corporation is BRITCO GOLF SALES, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

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 at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 400 Cleveland Street, 8th Floor, Clearwater, Florida 34615 and the name of the initial registered agent of this corporation at that address is R. Nathan Hightower.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have one (1) director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
David Koehn	4025 Tampa Road Suite 1102 Oldsmar, FL 34677	President/Vice President/Secretary

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
R. Nathan Hightower	400 Cleveland Street 8th Floor Clearwater, FL 34615

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification


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

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of February, 1995.



R. Nathan Hightower, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

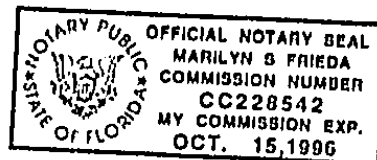
BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared R. Nathan Hightower, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of February, 1995.

Marilyn S. Frieda

Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

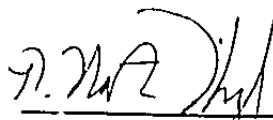
FILED
MAR 27 1992

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

First -- That BRITCO GOLF SALES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Oldsmar, County of Pinellas, State of Florida, has named **R. NATHAN HIGHTOWER** located at 400 Cleveland Street, 8TH Floor, City of Clearwater, County of Pinellas, State of Florida, 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



R. NATHAN HIGHTOWER
Resident Agent