

P95000017483

AUGUST VAN EEPOL  
CHARTERED  
ATTORNEY AT LAW  
3705 NORTH HIMES AVENUE  
TAMPA, FLORIDA 33607  
TELEPHONE (813) 678-2213

February 24, 1995

Division of Corporations  
Secretary of State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

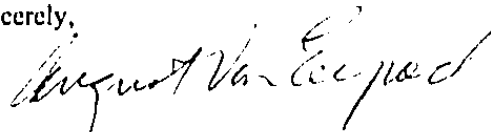
Re: SARASOTA GOLF, INC.

Dear Sir or Madam:

We are enclosing the original and one signed copy of Articles of Incorporation for Sarasota Golf, Inc.

We are also enclosing our client's check in the amount of \$122.50 to cover the fees and costs of the foregoing. Please file the original, certify the copy, and return the certified copy to the undersigned.

Sincerely,



August Van Eepol

AVE:nls  
Enclosures

RECEIVED  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
FEB 24 1995  
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ARTICLES OF INCORPORATION  
OF  
SARASOTA GOLF, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

SARASOTA GOLF, INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of

Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE IV

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE V

##### Principal Office, Registered Office and Registered Agent

The principal office, mailing address and initial registered office of this corporation shall be located at 237 Ball Park Avenue, Seffner, Florida 33584 and the initial registered agent of this corporation at such office shall be Eric Sesskin. This corporation shall have the right to change such principal and registered offices and such registered agent from time to time, as provided by law.

#### ARTICLE VI

##### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than six (6) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VII

### Initial Board of Directors

The Initial Board of Directors shall consist of two (2) members, such members to hold office until their successor has been duly elected and qualifies. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Eric Sesskin	237 Ball Park Avenue Seffner, Florida 33584
Christopher D. Cushman	315 Jackson Drive Sarasota, Florida 34236

## ARTICLE VIII

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Eric Sesskin	237 Ball Park Avenue Seffner, Florida 33584

## ARTICLE IX

### Bylaws

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation

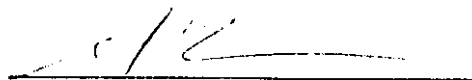
and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE X

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

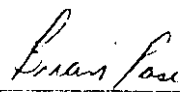
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
ERIC SESSKIN

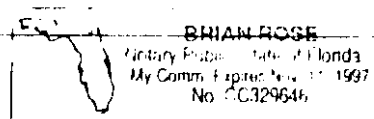
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 23 day of February, 1995, personally appeared Eric Sesskin, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC

My Commission Expires

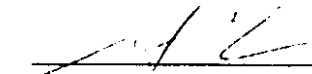


SARASOTA GOLF, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

ERIC SESSKIN, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations under Chapter 607, Florida Statutes.

DATED this 23 day of February, 1995.

  
\_\_\_\_\_  
ERIC SESSKIN

P95000017483

AUGUST VAN EEOEL

CHARTERED  
ATTORNEY AT LAW  
3705 NORTH HINES AVENUE  
TAMPA, FLORIDA 33607  
TELEPHONE (813) 878-2213

March 13, 1996

Division of Corporations  
Secretary of State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Sarasota Golf, Inc.

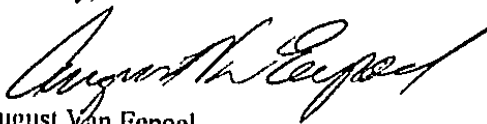
Dear Sir or Madam:

200001748522  
-03/19/96--01033--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

We are enclosing the original and one signed copy of the Amendment to Articles of Incorporation for Sarasota Golf, Inc.

We are also enclosing our client's check in the amount of \$87.50 to cover the fees and costs of the foregoing. Please file the original, certify the copy, and return the certified copy to the undersigned.

Sincerely,



August Van Eepoel

AVE:nls  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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TLL MAR 21 1996

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
SARASOTA GOLF, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, being all of the stockholders and all of the directors of SARASOTA GOLF, INC., whose Articles of Incorporation were filed with the Secretary of the State of Florida on March 2, 1995 hereby manifest our intention that the said Articles of Incorporation be amended in accordance with the proposed amendment set forth herein, pursuant to the provisions of Section 607.181 (3), Florida Statutes; and we do hereby request the approval thereof by the Secretary of State; and we do hereby certify that there are no other directors or stockholders in the said SARASOTA GOLF, INC.

The provisions of Article I of the Articles of Incorporation are hereby deleted in their entirety and the following inserted thereof:

"Article I

Name

The name of this corporation shall be:  
ENTERTAINMENT GOLF, INC.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of SARASOTA GOLF, INC. has been duly executed by the directors and stockholders of such corporation this 6 day of March, 1996.

Stockholder

Ch D Cushman  
CHRISTOPHER D. CUSHMAN

Suzette Cushman  
SUZETTE CUSHMAN

Director

Ch D Cushman  
CHRISTOPHER D. CUSHMAN

The foregoing amendment having been adopted in accordance with the requirements of Chapter 607 of the Florida Statutes, the corporation has caused its President and Secretary to execute on behalf of the corporation these Articles of Amendment this 6 day of March, 1996.

ATTEST:

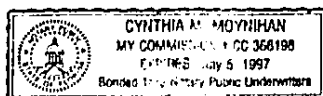
Ch D Cushman  
Christopher D. Cushman, Secretary

SARASOTA GOLF, INC.

BY: Ch D Cushman  
Christopher D. Cushman, President

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 6 day of March, 1996 by Christopher D. Cushman, as President and Secretary of SARASOTA GOLF, INC. a Florida corporation, on behalf of the corporation.



Cynthia M Moynihan  
Notary Public

My Commission Expires:

7-5-97