

P95000029542

FLEMING, HAILE, SHAW & GUNDLACH, P. A.
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone (407) 627-8100
Facsimile (407) 622-7603

April 4, 1995

100001453391
-04/11/95--01077--010
*****70.00 *****70.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of Golden Bear Club Management, Inc.

Dear Sir or Madam:

Enclosed please find two (2) counterpart executed originals of the Articles of Incorporation of Golden Bear Club Management, Inc. We would appreciate your filing one original Article pursuant to Section 607, Florida Statutes, and date stamp and return to the undersigned the other Article as filed for the Corporation's records. We enclose an addressed, stamped envelope for your convenience in returning the filed date-stamped Articles to the undersigned.

Please note that the Articles of Incorporation include: an effective date of April 4, 1995; a designation of FHS Corporate Services, Inc. as Registered Agent for the Corporation; and FHS Corporate Services' acceptance of the Registered Agent designation.

We also enclose a check payable to the Florida Department of State in the amount of \$70.00 in payment of the \$35.00 filing fee and the \$35.00 Registered Agent designation fee.

Thank you for your attention to this matter.

Sincerely yours,
FLEMING, HAILE, SHAW &
GUNDLACH, P.A.

By: Donna L. Doty
Paralegal

B. REGISTER APR 14 1995

FILED
APR 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GOLDEN BEAR CLUB MANAGEMENT, INC.

FILED
95 APR 1 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is **GOLDEN BEAR CLUB MANAGEMENT, INC.**
2. The initial mailing address of the Corporation is:
11780 U.S. Highway One, Suite 400
North Palm Beach, Florida 33408
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida, 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
7. The name of the Incorporator is James H. Schnare II and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 4th day of April, 1995, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


James H. Schnare, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: _____

James H. Schnare II
Its President

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

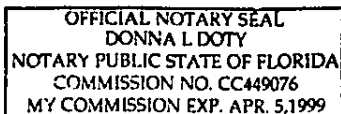
COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared James H. Schnare, who is personally known to me and known to me to be the Sole Incorporator named in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal this 4th day of April, 1995.

Donna L. Doty
Notary Public

SEAL:



FILED
APR 10 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P95000029542

FLEMING, HAILE, SHAW & GUNDLACH, P. A.
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300
11700 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone (407) 627-8100
Facsimile (407) 622-7603

June 7, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001510345
-06/09/95--01099--017
*****35.00 *****35.00

Re: **Articles of Amendment for Golden Bear Club Management, Inc.**

Dear Sir or Madam:

Enclosed please find two (2) counterpart executed originals of the Articles of Amendment for Golden Bear Club Management, Inc., amending its name to Golden Bear Club Services, Inc. We would appreciate your filing one original Article and date stamp and return to the undersigned the other Article as filed for the Corporation's records. We enclose an addressed, stamped envelope for your convenience in returning the filed date-stamped Articles to the undersigned.

We also enclose a check payable to the Florida Department of State in the amount of \$35.00 payment of the filing fee.

Thank you for your attention to this matter.

Sincerely yours,
FLEMING, HAILE, SHAW &
GUNDLACH, P.A.

Donna L. Doty
By: Donna L. Doty
Paralegal

FILED
1995 JUN -9 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Name change
HFS
6-21-95

ARTICLES OF AMENDMENT OF
GOLDEN BEAR CLUB MANAGEMENT, INC.
TO CHANGE NAME TO
GOLDEN BEAR CLUB SERVICES, INC.

FILED

1995 JUN -9 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The original name of the corporation is Golden Bear Club Management, Inc. The purpose of this amendment is to change the corporate name as provided below.

2. Article 1 of the Articles of Incorporation is amended as follows:

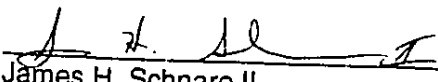
"1. The name of the Corporation is **Golden Bear Club Services, Inc.**"

3. The date that this amendment shall become effective shall be the date of the execution of these Articles of Amendment by the incorporator of Golden Bear Club Management, Inc. provided these Articles of Amendment are filed with the Secretary of State within the time allowed by law.

4. This amendment was unanimously adopted by the Incorporator of Golden Bear Club Management, Inc. and shareholder action was not required in accordance with Florida Statutes Section 607.1006.

IN WITNESS WHEREOF, the undersigned has this 7th day of June, 1995, made and subscribed these Articles of Amendment for Golden Bear Club Management, Inc. for the uses and purposes aforesaid.

GOLDEN BEAR CLUB MANAGEMENT, INC.


James H. Schnare II
Its Incorporator