

P95000036221
GUNTER, YOAKLEY, VALDEN-FAULI & STEWART, P.A.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-8104
PO Box 4587
WEST PALM BEACH, FLORIDA 33408-4587

TELEPHONE (407) 655-1980

FAX (407) 655-5677

OUR FILE NUMBER

WRITER'S DIRECT DIAL NUMBER (407) 650-0707

OTHER OFFICES IN

MIAMI, FL (305) 376-6070
FT LAUDERDALE, FL (305) 462-7300
PALM BEACH, FL (407) 655-1980
STUART, FL (407) 281-1980
TALLAHASSEE, FL (904) 222-0600

May 3, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32314

5000001476105
-05/04/95--01102--010
*****70.00 *****70.00

Re: American Golf Unlimited, Inc.

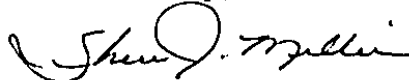
Dear Sir or Madam:

Enclosed please find an original and duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 which represents the filing fee.

The original is to be filed in your office and the copy stamped as being filed and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,



Sheri J. Miller
Legal Assistant

Enclosure

cc: David G. Bates, Esq.
134266

SDC

ARTICLES OF INCORPORATION
OF
AMERICAN GOLF UNLIMITED, INC.

Article I

Name

The name of the corporation is American Golf Unlimited, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

940 S.E. 4th Court
Deerfield Beach, FL 33441

The mailing address of this corporation shall be:

940 S.E. 4th Court
Deerfield Beach, FL 33441

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of ONE CENT (\$.01) par value per share Common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 940 S.E. 4th Court, Deerfield Beach, FL 33441, and the name of the initial registered agent of this corporation at the address is Jerry Gunderson. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

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

Jerry Gunderson
940 S.E. 4th Court
Deerfield Beach, FL 33441

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes),

as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X


Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



Jerry Gunderson
Incorporator

DATED: May 3, 1995

133960.01

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **AMERICAN GOLF UNLIMITED, INC.**, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: _____

Jerry Gunderson
Jerry Gunderson

133960.02