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LAW OFFICES

BALOCCO and ZANN

A Partnership of Professional Associations
1323 SE Third Avenue
Fort Lauderdale, Florida 33316

Joseph M. Balocco, P.A.
Karen M. Zann, P.A.

(305) 764-0005
FAX (305) 764-1478

May 15, 1995

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

Att: Corporations

RE: Incorporation of EAGLE GOLF CARDS, INC>

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above proposed corporation.

If same meets with your approval I would ask that you endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO

JMB/ves
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: EAGLE GOLF CARDS, INC. The principal address of the corporation is 700 SE SIXTH AVENUE, POMPANO BEACH, FL 33060.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE IV - PRE-EMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1323 SE THIRD AVENUE, FORT LAUDERDALE, FLORIDA 33316 and the name of the initial registered agent of this corporation at that address is: JOSEPH M. BALOCCO.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either

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increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:

ADDRESS:

JAMES MATTHEW DACUS 700 SE SIXTH AVENUE, POMPANO BEACH, FL 33060

ARTICLE VII - INCORPORATORS

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

NAME:

ADDRESS:

JAMES MATTHEW DACUS 700 SE SIXTH AVENUE, POMPANO BEACH, FL 33060

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - 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 subscriber has executed these Articles of Incorporation this 15th day of May, 1995.


JAMES MATTHEW DACUS, SUBSCRIBER

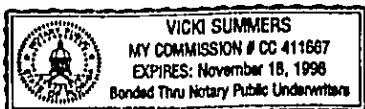
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES MATTHEW DACUS, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation or who produced a valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15th day of May, 1995

Vicki Summers
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT EAGLE GOLF CARDS, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS AT 700 SE SIXTH AVENUE, CITY OF POMPAÑO BEACH, STATE OF FLORIDA, HAS NAMED JOSEPH M. BALOCCO, LOCATED AT 1323 SE THIRD AVENUE, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCES WITHIN FLORIDA.

SIGNATURE James M. Balocco
TITLE PRESIDENT
DATE 5/15/95

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE
OF MY DUTIES.

SIGNATURE _____

DATE _____

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TALLAHASSEE, FLORIDA