

P950000 39478

Golf Promoters, Inc.,
11821 S.W. 57th Court,
Miami, Florida, 33156

May.10.1995

Secretary of State,
State of Florida,
The Capitol,
Tallahassee, Florida, 32301

FILED
95 MAY 17 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs,

Attached are our Articles of Incorporation for your filing and approval.

Our Check # 1342 amounting to \$122.50

The name was approved, verbally by phone, on May.09.1995

Kindly proceed with filing and mail us the certificate.

Thanking you in anticipation. We remain,

500001486315
-05/12/95--01104--012
****122.50 ****122.50

Sincerely,

Ruth Vigdor
Ruth Vigdor

Encl.

789,634,706,1671
W95-10204
JAB
5/12/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

RUTH VIGDOR
11821 S.W. 57TH COURT
MIAMI, FL 33156

SUBJECT: GOLF PROMOTER, INC.
Ref. Number: W95000010204

We have received your document for GOLF PROMOTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 295A00024591

FILED
95 MAY 17 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION,

OF

GOLF PROMOTERS, INC.,

ARTICLE I - NAME

The name of this Corporation is:-

GOLF PROMOTERS, INC.,

ARTICLE II - DURATION

The duration of this Corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares at ONE DOLLAR & no/00 (\$1.00) per value, all of which are the same class, and are to be common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share of any new stock of this Corporation at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is

13641 DEERING BAY DRIVE # 118
MIAMI, FLORIDA 33158
(305) 256-7679

Please note that the REGISTERED OFFICE and the PRINCIPAL address are the same.
Resident Agent is,

RON VIGDOR.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one

The names and addresses of the initial Director(s) are:-

| <u>NAME.</u> | <u>ADDRESS.</u> |
|--------------|---|
| Ron Vigdor | 13641 Deering Bay Drive # 118, Miami, Florida 33158 |
| Dan Vigdor | 13641 Deering Bay Drive # 118, Miami, Florida 33158 |
| Ruth Vigdor | 11821 S.W. 57th court, Miami, Florida 33156 |

ARTICLE VIII - INCORPORATOR

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

| <u>NAME</u> | <u>ADDRESS.</u> |
|-------------|---|
| Ron Vigdor | 13641 Deering Bay Drive # 118, Miami, Florida 33158 |

ARTICLE IX - BY - LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide such By-Laws not subject to amendment or repeal by Directors.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required By-Law.

ARTICLE XI - MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

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

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIV - DIRECTOR'S COMPENSATION

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.

ARTICLE XV - ASSETS

This Corporation shall have all of the corporate powers enumerated in the Florida General corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholders' approval.

ARTICLE XVI - PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

SECTION 1. DIVIDENDS

The holders of record of the Common shares of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

SECTION 2. RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of the corporation ratably.

95 MAY 17 PM 1:00

- 4 -

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

IN WITNESS WHEREOF, THE UNDERSIGNED Incorporator has executed these Articles of Incorporation this

(Seal)
(INCORPORATOR)

BEFORE ME, a Notary Public, authorized to take acknowledgments
In the State & County set forth above, personally appeared, Ron
Vigdor, known to me and known by me to be the person who executed
the foregoing Articles of Incorporation and who acknowledged before
me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County & State aforesaid, this

Kathy J. Hudson
Notary Public, State of Florida, at large.
SC107863
NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. JUNE 18, 1995
FOUNDED 1792 (22 1/2 CENTS)

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 10 Day of May 1995

Ben Viedow