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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/16/95--01152--003
*****78.75 *****78.75

SUBJECT: JUST US-PLAYERS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

FROM: Merrile Glover-Gambles, Esquire
Name
636 North Rio Grande Avenue
Address
Orlando, Florida 32805
City, State & Zip
(407) 872-1456
Telephone Number

FILED
95 MAY 18 AM 8:55
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

Merrile Glover-Gambles GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 5/18
DOC. EXAM. SAB

SAB
5/19/95

FILED

95 MAY 18 AM 8:55

ARTICLES OF INCORPORATION

STATE
FLORIDA

OF

JUST US-PLAYERS, INC.

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned have placed their signatures and seals upon this document for the purposes of becoming a corporation under the laws of the state of Florida.

ARTICLE I - NAME

The name of this corporation shall be JUST US-PLAYERS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To promote the sport of golf by entering competition, tournaments, etc.

To acquire by purchase, subscription or otherwise, and to hold as investment of otherwise, any bonds or other securities as evidenced of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of

such stock, security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing house, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefore, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed or trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more officers, to carry on all or any of its operations and business and without restrictions

or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purpose of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law,

TO TRANSACT ANY OR ALL LAWFUL BUSINESS:

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V
INITIAL PRINCIPAL BUSINESS OFFICE

The principal business office of the corporation is:

7957 Village Green Road
Orlando, Florida 32818

ARTICLE VI
INITIAL REGISTERED AGENT

The registered agent and office of this corporation is:

Merrile Glover-Gambles, Esquire
636 North Rio Grande Avenue
Orlando, Florida 32805

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one and said corporation is authorized to have five (5) Directors at any one time. The name and address of the initial director of this corporation is:

Adrian Stills
7957 Village Green Road
Orlando, Florida 32818

ARTICLE VIII - OFFICERS AND BYLAWS

The officers of this corporation shall be a President, who shall be a Director of the corporation; a Vice President, a Secretary and a Treasurer, and such other Officers and Agents as may be necessary. All Officers and Agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, or more initially or until the Board of Directors may add pursuant to these articles. The names and addresses of the initial officers of this corporation are:

| NAME | OFFICE |
|--|--------------------------|
| Adrian Stills 7957 Village Green Road Orlando, Florida 32818 | President/Treasurer |
| James N. Wade 7547 Sommerset Shores Court Orlando, Florida 32819 | Vice President/Secretary |

ARTICLE IX
SPECIAL PROVISION

It is the intent of the corporation to qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

ARTICLE X - INCORPORATORS

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

Adrian Stills
7957 Village Green Road
Orlando, Florida 32818

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision conned in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this the 3 day of January, 1995.

Adrian N. Stills
Adrian Stills
President
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Personally appeared before me, the undersigned Notary Public, this day, Adrian Stills to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of January 1995.

Albert L. Copeland
Notary Public



ALBERT L. COPELAND
MY COMMISSION # CC314413 EXPIRES
October 14, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

95 MAY 18 AM 8:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: JUST US-PLAYERS, INC.

2. The name and address of the registered agent and office is:

Merrille Glover-Gambles, Esquire

(NAME)

636 North Rio Grande Avenue

(P.O. BOX NOT ACCEPTABLE)

Orlando, Florida 32805

(CITY/STATE/ZIP)

SIGNATURE

William A. Dill

(Corporate Officer)

TITLE President

DATE January 3, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Merrille Glover-Gambles

Merrille Glover-Gambles

DATE February 1, 1995

REGISTERED ANT FILING FEE: \$55.00