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CASTILLO, SCHWEIGER & STAFFORD

ATTORNEYS AND COUNSELORS AT LAW

TENTH FLOOR, SUITE 1000

999 PONCE DE LEON BOULEVARD

MIAMI (CORAL GABLES), FLORIDA 33134

ANGEL CASTILLO, JR
MARIAN A SCHWEIGER
STORMIE STAFFORD

June 2, 1995

TELEPHONE (305) 445-0044
FAX (305) 445-7984
TELEX 285925 DRIC UR

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl 32301

Re: Flex-Master, Inc.

Dear sir or madam:

Enclosed please find the articles of incorporation of Flex-Master, Inc. together with my check in the amount of \$122.50 for the filing fees required.

Please return a certified copy of the filed articles to the attention of the undersigned.

Very truly yours,


MARIAN A. SCHWEIGER

MAS/me
Enc.

000001507440
-06/07/95--01073--017
***122.50 ***122.50

WJW

ARTICLES OF INCORPORATION
OF
FLEX-MASTER, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is:

FLEX-MASTER, INC.

ARTICLE II

Terms of Corporation Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the Corporation is organized are:

- (a) Manufacture, sale and marketing of golf equipment.
- (b) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in the traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or

parcels of land upon which they may be located, and to create, own, lease, sell, operate, and deal in freehold and leasehold estates of any and all character whatsoever, and to be and investor in real and personal property.

(c) To lend and borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds debentures of other evidences thereof, and mortgages, trust deeds, pledges, or other securities for the payment of same.

(d) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidence of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidences created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, either thereof, of notes, bonds or other evidences of indebtedness created by issue of such corporations; to deal in its own stocks or brokerage business.

(e) In addition, the corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

Initial Registered Office and Registered Agent

The street address of the Initial Registered Office of the corporation and the name of the Initial Registered Agent is: 999 Ponce de Leon Blvd. Suite 1000, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is MARIAN A. SCHWEIGER.

ARTICLE VI

Principal Office

The Principal Office of the place of business of the corporation shall be 362 Minorca Avenue, Suite 105, Coral Gables, Florida 33134.

ARTICLE VII

Board of Directors

The affairs of the corporation shall be conducted by a Board of not less than one (1) and not more than three (3).

ARTICLE VIII

Initial Directors

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

IRVING RILL
362 Minorca Avenue
Suite 105
Coral Gables, Florida 33134

ARTICLE IX

Subscribers

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

IRVING RILL
362 Minorca Avenue
Suite 105
Coral Gables, Florida 33134

ARTICLE X

Assignment of Subscription Rights

The original incorporator of the corporation shall have the right, upon its organization, to assign and deliver her subscription of stock to any person, or to firms of corporation who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporator and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of

the necessary instruments of assignment.

ARTICLE XI

Management

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida, including, without limitation, the power shall be so exercisable upon majority vote of the Board of Directors unless stated otherwise in Chapter 607, Florida Statutes.

ARTICLE XII

Transactions with Related Parties

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested, or is a director or officer of, or are the directors or officers of such other corporations.

ARTICLE XIII

Cumulative Voting

At all elections of Directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE XIV

Preemptive Rights

No shareholder of the corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of the presently authorized shares of the corporation, hereafter issued, optioned or sold, or any part of any debenture, bond, notes, or securities of the corporation convertible into shares hereafter issued, optioned or sold by the corporation.

ARTICLE XV

Indebtedness

The highest amount of indebtedness or liability to which this corporation may at any time subject itself to is unlimited.

ARTICLE XVI

Effective Date

The effective date of this corporation shall be the date as filed in the Secretary of State office in Tallahassee, Florida.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged the Articles of Incorporation, at Miami, Florida, this 2nd day of June, 1995.



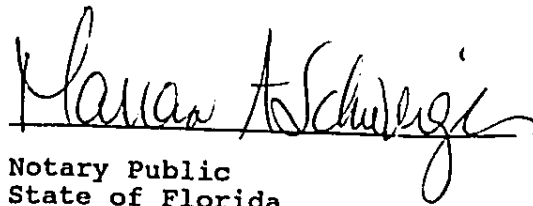
IRVING RILL

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

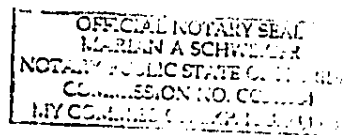
ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared IRVING RILL, who is well known to be

the Incorporator described in and who executed the foregoing Articles of Incorporation of FLEX-MASTER, INC. and that she executed the same as such Incorporator for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Coral Gables, Florida, this 2nd day of June, 1995.


Notary Public
State of Florida

My Commission Expires:

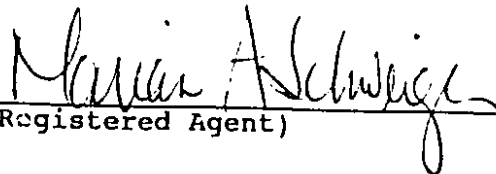


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that FLEX-MASTER, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 362 Minorca Avenue, Suite 105, Coral Gables, Florida 33134 hereby designates Marian A. Schweiger whose address for service is 999 Ponce de Leon Blvd. Suite 1000, Coral Gables, Florida its agent to accept service of process within this state.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


(Registered Agent)

P 95000045763

CASTILLO, SCHWEIGER & STAFFORD

ATTORNEYS AND COUNSELORS AT LAW

12TH FLOOR, SUITE 1000

999 PONCE DE LEON BOULEVARD

MIAMI (CORAL GABLES), FLORIDA 33134

ANGEL CASTILLO, JR.
MARIAN A. SCHWEIGER
STORMIE STAFFORD

TELEPHONE (305) 445-0044
FACSIMILE (305) 445-7964
E-MAIL 73567.3366
@COMPUSERVE.COM

September 26, 1995

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

000001598970
-10/02/95--01047--010
*****87.50 *****87.50

Re: Flex-Master, Inc.

Dear sir or madam:

Enclosed please find a duly executed amendment to the articles of incorporation of Flex-Master, Inc. together with my check in the amount of \$87.50 for the filing fees required.

Please return a certified copy of the filed amendment to the attention of the undersigned.

Very truly yours,

Marian A. Schweiger
MARIAN A. SCHWEIGER

MAS/me
Enc.

FILED
95 SEP 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Schweiger
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *ADD Sec. title*
DATE *10-6*
DOC. EXAM. *CRS*

*NC
KRS
10-6*

FILED
95 SEP 29 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FLEX-MASTER, INC.

The Articles of Incorporation of Flex-Master, Inc. are hereby amended as follows:

1. Article 1 is hereby amended to change the name of the corporation from Flex-Master, Inc. to MasterKey Golf Company, Inc.

The foregoing was adopted by all the directors and shareholders on August 25, 1995.

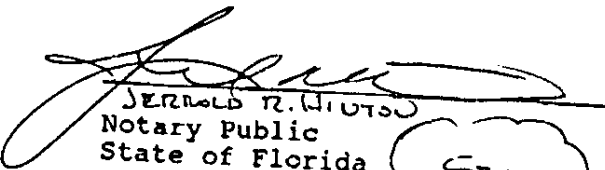
IN WITNESS WHEREOF we have set our hands and seals this 25th day of August, 1995

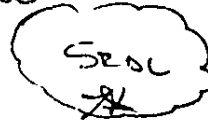

IRVING RILL, director / Secretary
Flex-Master, Inc.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared IRVING RILL, who is well known to be the person described in and who executed the foregoing Amendment to the Articles of Incorporation of FLEX-MASTER, INC. and that he executed the same as the sole director of the corporation.

WITNESS MY HAND AND OFFICIAL SEAL, at Coral Gables, Florida, this 25 day of August, 1995.


JEROME R. HUBBS
Notary Public
State of Florida



My Commission Expires:

January 5, 1997