



101 HAYS STREET  
ORLANDO, FL 32801  
407-342-8786  
P950048735  
RECEIVED  
JUN 22 AM 11:17  
DIVISION CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 624382 8669A

AUTHORIZATION :

*Patricia P. [signature]*

COST LIMIT : \$ 122.50

ORDER DATE : June 22, 1995

000001520670

ORDER TIME : 10:39 AM

ORDER NO. : 624382

CUSTOMER NO: 8669A

RUSH WILL WAIT

CUSTOMER: Miller Williams, Esq  
WILLIAMS MCGUIRE BRAGG &  
HEAD  
P. O. Box 3626

Orlando, FL 32802

DOMESTIC FILING

RUSH WILL WAIT

RUSH WILL WAIT

NAME: FLORIDA GOLF PARTNERS, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUN 22 1995

FILED  
95 JUN 22 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA GOLF PARTNERS, INC.

FILED  
95 JUN 22 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA GOLF PARTNERS, INC.

The address of the principal office of this corporation shall be 255 South Orange Avenue, Suite 1301, Orlando, Florida 32801 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sidney Green Pres./Dir.	255 South Orange Avenue, Suite 1301 Orlando, Florida 32801
Ron Boretta Dir.	255 South Orange Avenue, Suite 1301 Orlando, Florida 32801

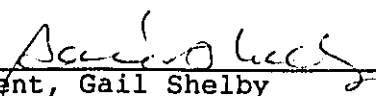
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 22, 1995.

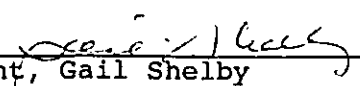
CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

GMC/acg

P95000048735  
LAW OFFICES  
WILLIAMS, MCGUIRE, BRAGO & HEAD

JESSE P. WILLIAMS  
TERRENCE J. MCGUIRE  
DORRY A. BRAGO  
L. MILLER WILLIAMS  
JOHN VERNON HEAD

JOHN J. TYSON  
OF COUNSEL

July 7, 1995

SUITE 1301, CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

MAILING ADDRESS:  
POST OFFICE BOX 3626  
ORLANDO, FLORIDA 32802-3626  
TELEPHONE (407) 648-4333  
FAX (407) 648-9772

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Sidney Green & Associates, Inc.  
Charter No.: P95000048774  
Date Filed: June 22, 1995  
Our File No.: 7562-1

300001534253  
07/11/95--01025--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Golf Partners, Inc.  
Charter No.: P95000048735  
Date Filed: June 22, 1995  
Our File No.: 7562-2

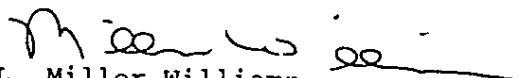
FILED  
1995 JUL 10 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find for filing with the Division of Corporations a Statement of Change of Registered Office and Registered Agent for Florida Golf Partners, Inc and a State of Change of Registered Office and Registered Agent for Sidney Green & Associates, Inc., as well as our two checks in the sum of \$35.00 each.

Thank you for your cooperation.

Sincerely,

  
L. Miller Williams

LMW:gg

Enclosures  
A:\7625-2

R.A. Charge  
LFS  
7/14/95

Charter No: P95000048735

Date Filed June 22, 1995

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Corporation is: FLORIDA GOLF PARTNERS, INC.
2. The name and address of its present registered agent is:  
Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, FL 32301
3. The name and street address to which its registered agent is to be changed is:  
L. Miller Williams, Esquire  
255 S. Orange Ave, Suite 1301  
Orlando, FL 32801
4. The street address of its registered office and the street address of the business office of its registered agent, as changed are identical.
5. Such Change was authorized by resolution duly adopted by its Board of Directors or by an Officer of the Corporation so authorized by the Board of Directors.

Sidney Green, President  
(Typed name & Title)

Signature [Signature]  
(President or Vice President)

Date 6-25-95

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

L. Miller Williams

Signature [Signature]  
(Agent)

Date 7/7/95

FILED  
1995 JUL 10 AM 8:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE