

P950000049201

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 23 PM 12:50

EFFECTIVE DATE
6-20-95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Beth _____

WALK-IN
Will Pick Up 6:21 2pm

RE: The Golf Shop

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
999001519499		
Art. of Amend. File	-06/21/95-01056-028	
Dissolution/Withdrawal	****122.50	****122.50
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



RECEIVED

FLORIDA DEPARTMENT OF STATE ⁹⁵ JUN 23 AM 10:14
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATION

June 21, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: THE GOLF SHOP
Ref. Number: W95000012669

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

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 595A00030507

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 23 PM 12:50

ARTICLES OF INCORPORATION

OF

THE GOLF SHOP, INC.

EFFECTIVE DATE

6-20-95

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation will be THE GOLF SHOP, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The capital stock of the corporation will consist of 100 shares of common stock, par value of \$1.00 per share.

ARTICLE IV

The corporation will begin business with capital of not less than One hundred dollars (\$100.00).

ARTICLE V

Corporate existence shall began at the time of subscription and acknowledgment. The corporation is to have perpetual existence unless dissolved by law.

ARTICLE VI

The initial street address in Florida of the principal office of the corporation will be 1671 Oakhurst Ave, Winter Park, FL 32789.

ARTICLE VII

The number of directors will be not less than one, the number to actually serve from time to time to be determined by the directors elected by the stockholders.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors and Officers who will hold office as provided by law are as follows:

NAME	ADDRESS
Margie Varney, President	1671 Oakhurst Ave.
Regan O'Rourke, Vice Pres	Winter Park, FL 32789
James R. Taylor, Secretary	

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as subscriber is James Taylor, 1671 Oakhurst Ave, Winter Park, FL 32789.

ARTICLE X

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

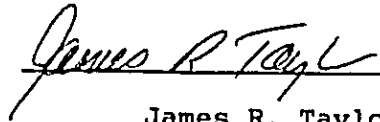
(a) No holder of stock of the Corporation of any class shall have any preferential, preemptive, or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time use, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

(b) 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 in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(c) The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

(d) This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

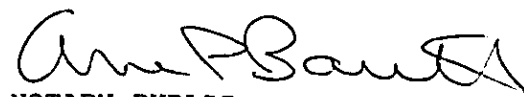
IN WITNESS WHEREOF, the undersigned natural person, competent to contract, has subscribed these Articles of Incorporation, this 20th day of June 1995.


James R. Taylor

STATE OF MASSACHUSETTS
COUNTY OF NANTUCKET

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared James R. Taylor to me known to be the person described in and who executed the foregoing Articles of Incorporation of THE GOLF SHOP, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal of the County and State named above this 20 day of June 1995.


NOTARY PUBLIC
STATE OF MASSACHUSETTS

My commission expires: 8/11/2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


95 JUN 23 PM 12:50

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act. That THE GOLF SHOP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, has named James R. Taylor located at 1671 Oakhurst Ave, Winter Park, FL 32789, as it's agent to accept service or process within this state.

ACKNOWLEDGEMENTS:

Having been named to accept service of process to the above stated corporation, at 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.


RESIDENT AGENT