

DIVOT CORPORATION

412 W. KENNEDY BLVD
SUITE 200
TAMPA, FLORIDA 33606

(813) 251-1441
FAX: (813) 251-8665

P9 50000 53834

7/5/95

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: Articles of Incorporation
Divot Development Corporation

Dear Madam/ Sir:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

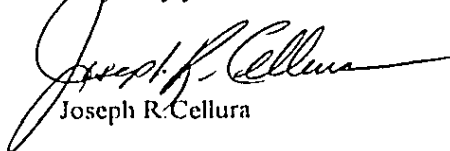
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FILED
JUL - 7 AM 9 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return a copy to this office.

Your cooperation is greatly appreciated.

Very truly yours,


Joseph R. Cellura

F. CHESSEY JUL 13 1995

**ARTICLES OF INCORPORATION
OF
DIVOT DEVELOPMENT CORPORATION**

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

Divot Development Corporation

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Ten-Thousand (10,000) shares of common stock with zero par value. This corporation is also authorized to issue Ten-Thousand (10,000) shares of preferred stock.

FILED
1995 JUL -7 AM 9 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Preferences, Privileges, Restrictions and Rights

1. Common Shares. Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock. Common shareholders have preemptive rights.

2. Preferred Shares. The Corporation may issue preferred shares in one or more series. The Board of Directors is authorized to determine, in the manner provided by law, the preferences, limitations, and relative rights of each series. Each series must be given a distinguishing designation. All shares within a series must have preferences, limitations, and relative rights identical with those of all other shares of the same series and, except otherwise provided in the description of the series, those of other preferred shares. The preferences, limitations and relative rights the Board of Directors may consider include, among others, (i) the rates, time of accrual and payment of dividends; (ii) the amount or amounts payable upon, and the manner of, redemption; (iii) the amount or amounts payable upon liquidation, dissolution or wind-up of the Corporation; (iv) sinking fund provisions; (v) the terms and rates of conversion or exchange; and (vi) voting rights. Except as provided in these Articles of Incorporation, preferred shareholders will not be entitled to participate in the earnings or assets of the Corporation. The Board of Directors may from time to time increase the number of shares of any series by providing that any unissued preferred shares will constitute part of a particular series, or may decrease (but not below the number of outstanding shares) the number of shares of any series by providing that any unissued shares previously assigned to a particular series will no longer constitute part of that series. To effectuate an increase or decrease in the number of shares of a series, the Board of Directors may fix or alter the terms of any unissued preferred shares.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 442 West Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Joseph R. Cellura.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Divot Development Corporation


Joseph R. Cellura

ARTICLE VIII

Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

Divot Development Corporation
442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE IX

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may increased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

Joseph R. Cellura

ADDRESS

442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE X

Incorporator

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

NAME

Joseph R. Cellura

ADDRESS

442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE XI

Indemnification

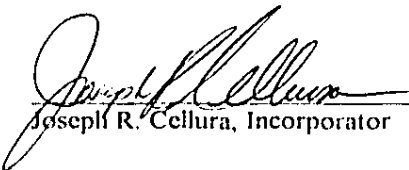
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

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

The undersigned subscriber hereby executes these Articles of Incorporation, this 5th day of July, 1995.


Joseph R. Cellura, Incorporator

FILED
1995 JUL -7 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA