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Akerman
 (Requestor's Name)

 (Address)

 (City, State, Zip) 222-3471 (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Golf Station of Florida Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
GOLF STATION OF FLORIDA, INC.

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The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "Corporation") under the Florida Business Corporation Act (the "Act").

I.

Name

The name of the Corporation shall be **Golf Station of Florida, Inc.**

II.

Term of Existence

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence thereafter.

III.

Principal Office

The initial principal office of the Corporation shall be:

c/o William R. Paul, Esq.
Akerman, Senterfitt & Eidson, P.A.
Suite 1500
100 South Ashley Drive
Tampa, Florida 33602

IV.

Capital Stock

The Corporation shall be authorized to issue 20,000 shares of capital stock having a par value of one cent (\$ 0.01) per share, 10,000 shares of which shall be designated as Class A Common Stock and 10,000 shares of which shall be designated as Class B Preferred Stock. The two classes of stock shall have the following preferences, limitations, and relative rights.

Class A Common Stock. The holders of the Class A Common Stock shall be entitled to one vote for each share of such stock held and shall be entitled to receive notice of all annual and special meetings of shareholders in the manner prescribed by the Act and the bylaws of the Corporation. No dividends, other distributions, or liquidation proceeds shall be paid to holders of the Class A Common Stock with respect to such shares except that upon winding up and liquidation of the Corporation, but subject to the prior rights of the holders of the Class B Preferred Stock to receive a distribution of cash or other assets equivalent to the amount paid to the Corporation for such Class B Preferred Stock at the time such shares were issued, the holders of the Class A Common Stock shall be entitled to receive cash or other assets equivalent to the amount paid to the Corporation for such shares at the time they were issued. Any cash or other assets available for distribution upon liquidation, after payment of the aforesaid sum to the holders of the Class A Common Stock, shall be payable to the holders of the Class B Preferred Stock.

Class B Preferred Stock. The holders of the Class B Preferred Stock shall be entitled to receive dividends as may from time to time be declared by the board of directors of the Corporation on such Class B Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs or otherwise, the holders of the Class B Preferred Stock shall be entitled to receive cash or other assets of the Corporation equivalent in value to the amount paid to the Corporation for such shares at the time they were issued, before any distribution is made to the holders of the Class A Common Stock with respect to the amount paid to the Corporation for such Class A Common Stock. Any cash or other assets of the Corporation available for distribution after satisfaction of the aforesaid payment obligation to the holders of the Class A Common Stock shall be distributed to the holders of the Class B Preferred Stock in proportion to their shares. The holders of the Class B Preferred Stock shall have no voting rights other than those specifically required by the Act in the specific circumstances set forth in the Act. Thus, the holders of the Class B Preferred Stock shall not be entitled to receive notice of any meetings of shareholders unless the Act specifically requires that notice be given to them by virtue of a special statutory right of such holders to vote at a particular meeting.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: c/o William R. Paul, Esq., Akerman, Senterfit & Eidson, P.A., 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602. The name of its initial registered agent at such address is William R. Paul.

VI.

Directors

The Corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the

Corporation always shall have at least one director. The names and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
David Matchett	1861 Alice Road Estevan, Saskatchewan, Canada S4A 1G7
Lyle V. Cundall	371 Henry Street Estevan, Saskatchewan, Canada S4A 2B9
Peter Ng	314 Spruce Drive Estevan, Saskatchewan, Canada S4A 2G1

VII.
Incorporator

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

<u>Name</u>	<u>Address</u>
Lyle V. Cundall	371 Henry Street Estevan, Saskatchewan, Canada S4A 2B9

VIII.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.


IX.
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

**X.
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 10, 1995.

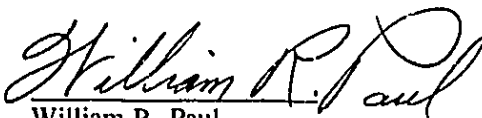


Lyle V. Cundell
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 12, 1995



William R. Paul
Registered Agent

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TALLAHASSEE, FLORIDA