

P 95 000056517

Steel. Wacker
Requestor's Name

215 S. Monroe St. Suite 601
Address

Tal. FL 01 222-2700
City/State/Zip Phone #

000002075450--3
02/03/97--01021--022
*****70.00 *****70.00
Office Use Only

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

- Rib Eye Golf Company, Inc P95000056517
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

FILED
 97 FEB - 3 11:12 AM
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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

AMENDMENTS	
<input checked="" 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 checked="" type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Per phone call:
"Don't worry about
extra money"*

N. HENDRICKS FEB - 4 1997

RECEIVED
 97 FEB - 3 AM 10:31
 DIVISION OF CORPORATION

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1997

STEEL HECTOR

TALLAHASSEE, FL

SUBJECT: RIB EYE GOLF COMPANY, INC.
Ref. Number: P95000056517

We have received your document for RIB EYE GOLF COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00005504

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIB EYE GOLF COMPANY, INC.**

FILED
97 FEB -3 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of the corporation is PERFECT PUTTER COMPANY (the "Corporation").

**Article II
Principal Office of the Corporation**

The street address and the mailing address of the principal office of the Corporation is 2822 S.E. Monroe Street, Stuart, Florida 34997.

**Article III
Nature of Business**

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

**Article IV
Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

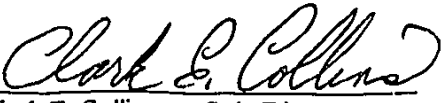
**Article V
Registered Agent and Registered Address**

The name and street address of the registered agent of the Corporation is Clark E. Collins, 2822 S.E. Monroe Street, Stuart, Florida 34997.

**Article VI
Term of Existence**

The Corporation is to exist perpetually.

Dated: 1/29/97


Clark E. Collins, as Sole Director
and Sole Shareholder of Rib Eye Golf
Company, Inc.

**CERTIFICATE OF SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
RIB EYE GOLF COMPANY, INC.**

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act, Clark E. Collins, as Sole Director and Sole Shareholder of Rib Eye Golf Company, Inc. (the "Corporation"), certifies as follows:

1. The Amended and Restated Articles of Incorporation of the Corporation contain an amendment requiring shareholder approval.
2. The Amended and Restated Articles of Incorporation of the Corporation were adopted by the sole director and the sole shareholder of the Corporation effective as of January 29, 1997.
3. The number of votes cast by the shareholders for the Amended and Restated Articles of Incorporation of the Corporation described above was sufficient for their approval.

Dated: 1/29/97



Clark E. Collins, as Sole Director
and Sole Shareholder of Rib Eye Golf
Company, Inc.

STATEMENT OF CHANGE OF
REGISTERED AGENT AND REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT CHANGING THE DESIGNATION OF THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is Perfect Putter Company.
2. The name and address of the registered agent and office is

Clark E. Collins
2822 S. E. Monroe Street
Stuart, Florida 34997

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 29, 1997.


Clark E. Collins