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DAVID K. OAKS, P.A.
ATTORNEY AT LAW

DAVID K. OAKS
CIVIL TRIAL PRACTICE
• PERSONAL INJURY AND WRONGFUL DEATH
WILLS, ESTATES AND ESTATE PLANNING
JACKIE M. SMITH
CERTIFIED LEGAL ASSISTANT

252 WEST MARION AVENUE
PUNTA GORDA, FLORIDA 33950

TELEPHONE: (941) 639-7627
FAX (941) 575-0242

December 21, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/26/95--01113--016
****122.50 ****122.50

Re: ASIA eLite GOLF, INC.

Dear Sir:

Enclosed please find the original and three copies of Articles of Incorporation for ASIA eLite GOLF, INC. Our check for filing fee of \$122.50 is also enclosed. If you have any questions, please do not hesitate to contact my office.

If you need any additional information or have any problems, please do not hesitate to contact me.

Yours very truly,


David K. Oaks

DKO:js
Encl.

FILED
53 DEC 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JAN 0 5 1996

ARTICLES OF INCORPORATION
OF
ASIA eLite GOLF, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, JOHN EDWARD ELLSWORTH and LISE MARIE ELLSWORTH, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be ASIA eLite GOLF, INC., a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and mailing address of the corporation is to be located at 8471 Nancy Street, Arcadia, FL 33821.

6. MANAGEMENT. This corporation shall have two directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

JOHN EDWARD ELLSWORTH	P. O. Box 40 Fort Ogden, FL 33842
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LISA MARIE ELLSWORTH	P. O. Box 40 Fort Ogden, FL 33842
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This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. OFFICERS.

a) The names and addresses of the first Officers of this corporation are as follows:

President	John Edward Ellsworth P. O. Box 40 Fort Ogden, FL 33842
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Secretary/Treasurer	Lisa Marie Ellsworth P. O. Box 40 Fort Ogden, FL 33842
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These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. STOCK. Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. SHAREHOLDERS. The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

JOHN EDWARD ELLSWORTH and LISA MARIE ELLSWORTH, husband and wife
100 Shares

10. RESIDENT AGENT. The name and address of the resident agent of the corporation is:

DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
252 West Marion Avenue
Punta Gorda, FL 33950

11. BY-LAWS. The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this 21st day of December, 1995.

SIGNED AND SEALED
IN THE PRESENCE OF:

Robert A. Human

John Edward Ellsworth
JOHN EDWARD ELLSWORTH

David K. Oaks

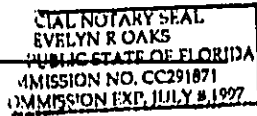
Lisa Marie Ellsworth
LISA MARIE ELLSWORTH

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared JOHN EDWARD ELLSWORTH and LISA MARIE ELLSWORTH incorporators of ASIA eLite GOLF, INC. who, after being

first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of December, 1995.
My Commission Expires:



Evelyn R. Oaks
Notary Public

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, That ASIA eLite GOLF, INC. desiring to organize under
the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at City of Punta Gorda,
County of Charlotte, State of Florida, has named DAVID K. OAKS,
ESQ. of 252 West Marion Avenue, City of Punta Gorda, County of
Charlotte, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for 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.

By 
Resident Agent

FILED
25 DEC 26 AM 10:57
STATE OF FLORIDA
TALLAHASSEE, FLORIDA