

P960000006808

PROFESSIONAL ACCOUNTING ASSOCIATES, INC.
7522 NORTH 40th STREET
TAMPA, FLORIDA 33613

(813) 985-7067

November 13, 1995

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

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 16 1995

Dear Sirs:

Please file these Articles of Incorporation on behalf of T. J.'s GOLF, INC. with the Secretary of State. Please date the corporation to begin as of November 13, 1995. Please mail a copy of the acceptance and the articles to:

PROFESSIONAL ACCOUNTING ASSOCIATES, INC.
7522 NORTH 40th STREET
TAMPA, FLORIDA 33604

Thank you.

Sincerely,

Paul R. Short

Professional Accounting Associates, Inc.

300001639073
-11/16/95--01065--004
****122.50 ****122.50

ENCLOSURES: ORIGINAL ARTICLES OF INCORPORATION
CHECK PAYABLE TO SECRETARY OF STATE FOR \$122.50.

PRS/slc

789-503-672
W95-22766

g. 1/23/96

PA

Professional Accounting Associates, Inc.

January 17, 1996

(813) 985-7067
(813) 980-0004

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

RE: W95-22766 (T. J.'s Golf, Inc.)

Dear Sirs:

Enclosed are the Articles of Incorporation for T. J.'s Golf and Equipment, Inc. These Articles of Incorporation are to replace the Articles of Incorporation previously submitted for T. J.'s Golf, Inc. Payment was made with the previously submitted Articles of Incorporation on behalf of T. J.'s Golf, Inc. which were not filed with the Secretary of State due to a conflict with the corporate name.

Please file these Articles of Incorporation on behalf of T. J.'s Golf and Equipment, Inc. with the Secretary of State. Please date the corporation to begin as of January 15, 1996. Please mail a copy of the acceptance and the articles to:

Professional Accounting Associates, Inc.
7522 North 40th Street
Tampa, Florida 33604

Please note that the filing fee has previously been made to the Secretary and is currently located at REF: W95-22766. Thank you for your prompt attention to this matter.

Sincerely,



Professional Accounting Associates, Inc.

ENCLOSURES: Original Articles of Incorporation

PRS\tah

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 PM 10:20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 NOV 16 AM 10:20

November 17, 1995

PROFESSIONAL ACCOUNTING ASSOCIATES INC.
7522 NORTH 40TH STREET
TAMPA, FL 33604

SUBJECT: T. J.'S GOLF, INC.
Ref. Number: W95000022766

We have received your document for T. J.'S GOLF, INC. 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 795A00050999

EFFECTIVE DATE

01/15/96

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 NOV 16 AM 10:20

T. J.'s GOLF AND EQUIPMENT, INC.

ARTICLE I - NAME

The name of the Corporation is T. J.'s GOLF AND EQUIPMENT, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose for which this corporation is being organized shall include the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes now existing, or as subsequently amended, and shall include the following rights and privileges:

A. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.

C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other

instruments to secure the payment of corporation indebtedness as required.

D. To purchase the corporation assets of any other corporation and engage in the same or other charter of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness, created by any other corporation of the State of Florida or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. The foregoing enumeration of purposes shall not be deemed to limit or restrict the general powers of the corporation conferred on it by law, or to limit or restrict such powers as may be implied to it for the proper exercise of its express purposes and the performances of its authorized functions.

ARTICLE IV - SHARES

The aggregate number of shares which the corporation shall have authority to issue shall constitute 7,500 shares of common stock, each share having a par value of \$1.00, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholder. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

ARTICLES V - CAPITALIZATION

The beginning capital of this corporation shall be worth at least five hundred dollars in cash, property, labor or services at a just valuation to be fixed by the stockholders.

ARTICLES VI - CORPORATE ADDRESS AND REGISTERED AGENT

The street address of the corporations' initial registered office shall be 7522 North 40th Street, Tampa, Florida 33604 and its initial registered agent at such address shall be Paul R. Short. The principle office of the corporation is 303 Luke Nell Court, Lutz, Florida 33549 and the mailing address is 7522 North 40th Street, Tampa, Florida 33604.

ARTICLE VII - DIRECTORS

Initially the corporation shall have 2 directors whose names and addresses are as follows:

Terry L. Dewdney, President
303 Lake Nell Court
Lutz, Florida 33549

Joseph T. Monroe, VP/Sec.
17911 Simms Road
Odessa, Florida 33556

ARTICLE VIII - INCORPORATOR

The corporation shall have one incorporator whose name and address is as follows:

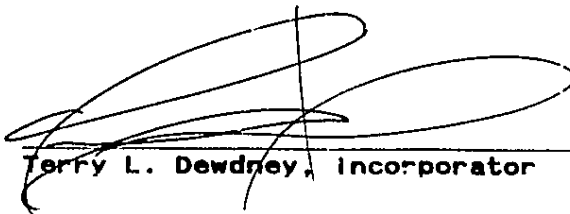
Terry L. Dewdney, President
303 Lake Nell Court
Lutz, Florida 33549

ARTICLE IX - CORPORATION BEGIN DATE

The corporation shall have an effective beginning date of January 15, 1996.

ARTICLE X - POWERS

The power to adopt, alter, amend or repeal the corporate by-laws is hereby reserved to the shareholders of the corporation. IN WITNESS WHEREOF, the undersigned Incorporator has made, subscribed and acknowledged these Articles of Incorporation on this Fifteenth day of January, 1996.



Terry L. Dewdney, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT T. J.'s GOLF AND EQUIPMENT, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 303 LAKE NELL COURT, IN THE CITY OF LUTZ, IN THE STATE OF FLORIDA WHOSE ZIP CODE IS 33549 HAS NAMED PAUL R. SHORT LOCATED AT 7522 NORTH 40TH STREET, IN THE CITY OF TAMPA IN THE STATE OF FLORIDA WHOSE ZIP CODE IS 33604, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

CORPORATE OFFICER

TITLE

PRESIDENT

DATE

JANUARY 15, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

REGISTERED AGENT

DATE

JANUARY 15, 1996