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TECHReps

Advanced Technology for Television

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February 16, 1996

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

RE: GOLF HOMES, INC. and TECHReps, Inc.

Gentlemen:

Attached is a check for \$122.50 to register Golf Homes, Inc. and another check for \$122.50 to register TECHReps, Inc. in the state of Florida. I have also enclosed the corresponding Articles of Incorporation for both entities. Please send the completed documents to: 3245 W. Pebble Beach Court, Lecanto, FL 34461.

Thank you for your help.

Sincerely,



Ed Neff

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96 FEB 19 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22/94

**ARTICLES OF INCORPORATION
OF**

Golf Homes, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article I - NAME

The name of this corporation shall be: *Golf Homes, Inc.*

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*4318 N. Suncoast Boulevard
Crystal River, FL 34428*

Article III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: *One Thousand (1,000) shares, One (\$1.00) Dollar per share par value, which shall be designated "Common Shares."*

Article IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this corporation is:

3245 W. Pebble Beach Court, Lecanto, FL 34461

and the initial registered agent of the corporation at that address is:

Edward R. Neff

Article V - INCORPORATOR(S)

The name and address of the persons signing these Articles are:

*Kenneth F. Whitcomb
4318 N. Suncoast Boulevard
Crystal River, FL 34428*

*Edward R. Neff
3245 W. Pebble Beach Court
Lecanto, FL 34461*

Article VI - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

Article VII - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and to exercise all of the rights which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished, from time to time, by the By-laws but shall never be less than one (1). The name and addresses of the initial Directors of this Corporation are:

*Kenneth F. Whitcomb
4318 N. Suncoast Boulevard
Crystal River, FL 34428*

*Edward R. Neff
3245 W. Pebble Beach Court
Lecanto, FL 34461*

Article IX - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

Article X - MANAGEMENT

The Corporation shall be managed by a Board of Directors unless the Stockholders shall, by a majority vote hereinafter, determine that the Corporation shall be managed by the Stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the Stockholders, from time to time, but at no time shall there be less than one (1) Director.

Article XI - AMENDMENT

These articles may be amended, provided, every amendment is approved by a majority of the Board of Directors and Stockholders.

Article XII - INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or may have served at any time as Directors or Officers of the Corporation, may serve as Directors or Stockholders of another Corporation in which the Corporation may own shares of stock or of which it was or may be a creditor, and their heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of Stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation of such members of the Corporation.

Article XIII - PREEMPTIVE RIGHTS

Every Stockholder, 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 price at which it is offered to others.

IN WITNESS THEREOF the undersigned incorporator(s) have executed these articles of incorporation this 16th day of February, 1996.

I, Robert, Hereby accepts duties as Registered Agent.

Edward P. [Signature] Signature

[Signature] Signature

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TALLAHASSEE, FLORIDA