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E.M. (Taxation) - Regular
** Also Member NJ Bar

FEB. 15, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500001719275
-02/20/96--01079--012
****122.50 ****122.50

Re:

NIBLICK GOLF CORP.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation together with Certificate of Designation of Registered Agent/Registered Office for the above corporation which kindly file and return in the ~~Express Mail~~ envelope provided.

Also enclosed is check in the amount of \$122.50 as filing fee.

Should you have any questions or require further documentation, please call at (610) 891-9192.

Very truly yours,

Donald J. Weiss

Donald J. Weiss, Esquire

Donald J. Weiss

DJW/sk

cc: Legal/Accounting/Corp. Div.

Enclosures

FILED
96 FEB 20 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
2/22/96

ARTICLES OF INCORPORATION
OF

NIBLICK GOLF CORP.

FILED

96 FEB 20 PM 3:37

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be NIBLICK GOLF CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 632 Ocean Road, Vero Beach, FL 32960.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of \$1.00 each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

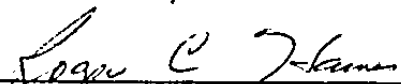
The name and street address of the initial registered agent is: Roger C. Haines, 632 Ocean Road, Vero Beach, FL 32960.

ARTICLE V INCORPORATOR

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

Roger C. Haines 625 Parrish Road
Swarthmore, PA 19081

The undersigned incorporator has executed these Articles of Incorporation this 15th day of February, 1996.



Roger C. Haines

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NIBLICK GOLF CORP.
2. The name and address of the registered agent and office is: Roger C. Haines, 632 Ocean Road, Vero Beach, FL 32960.

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.

SIGNATURE

Roger C. Haines
Roger C. Haines

DATE

2/15/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA