

P96000022975

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SN MAR 14 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME 11:00 CK No. _____

BY MC _____

WALK-IN 3/14 11:00
Will Pick Up

RE: Viceroy Golf Club,
Inc.

52641

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	***122.50	***122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ()	pgs.	

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 16, 1995

KAREN M. LANE
12908 AIR WAY STREET
PANAMA CITY, FL 32404

The name VICEROY GOLF CLUB, INC. has been reserved for 120 days beginning November 16, 1995. The reservation number is R95000005224 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 395A00050860

March 13, 1996

I hereby release the above name to David F. Young.


Karen M. Lane

**ARTICLES OF INCORPORATION
OF
VICEROY GOLF CLUB, INC.**

FILED
96 MAR 14 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Viceroy Golf Club, Inc.

ARTICLE II - PURPOSE

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE III - INITIAL REGISTERED OFFICE
AND AGENT**

The principal place of business and the mailing address of the Corporation is 12908 Airway, Panama City, Florida 32404 and the name of the initial registered agent of this Corporation at that address is Judith C. Young.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased in time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

David F. Young
1500 San Remo Avenue, Suite 245
Coral Gables, Florida 33146-3054

ARTICLE VI - INCORPORATOR(S)

The name and address of the person signing these Articles is:

David F. Young
1500 San Remo Avenue, Suite 245
Coral Gables, Florida 33146-3054

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any stockholder of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Hundred Dollar (\$100.00) par value.

IN WITNESS WHEREOF, the undersigned subscriber David F. Young has executed these Articles of Incorporation, this 13 day of March, 1996.


David F. Young

STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared David F. Young known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of March, 1996.

Karen M. Lane
NOTARY PUBLIC, State of
Florida at Large

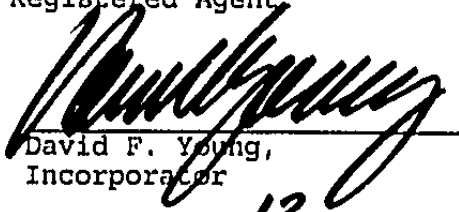


Commission Number:

CERTIFICATE DESIGNATING REGISTERED AGENT OR
REGISTERED OFFICE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA

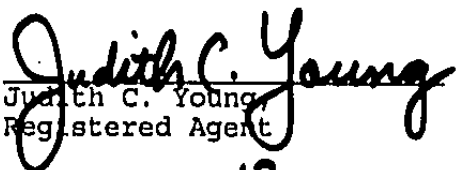
In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That Viceroy Golf Club, Inc. with its registered office and principal place of business at 12908 Airway, Panama City, Florida 32404, has named Judith C. Young, also located at 12908 Airway, Panama City, Florida 32404, as Registered Agent.


David F. Young,
Incorporator

Dated: March 13, 1996

I, Judith C. Young, accept the appointment as registered agent of Viceroy Golf Club, Inc. and I am familiar with, and accept the obligations of that position.


Judith C. Young,
Registered Agent

Dated: March 13, 1996

FILED
96 MAR 14 AM 11:36
CLERK OF STATE
TALLAHASSEE, FLORIDA