

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Nicole
add principal
Goldwell same as RA
white out 62 reference
to DH
DH 3/22/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>MC</i>	_____	_____	_____

WALK-IN *3/27 3:00*
 Will Pick Up _____

RE: *AM Golf, Inc. FILED*

96 MAR 22 PM 2:53

SECTION OF DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<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 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File 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 Prep.	_____	_____
<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

ARTICLES OF INCORPORATION

OF

AM GOLF, INC.

For Profit Corporation

FS § 607.0202

FILED

96 MAR 22 PM 2:53

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned natural person hereby as Incorporator for the purpose of forming a for profit corporation under the provision of Section 607, Florida General Corporation Act,
of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of the Corporation shall be AM GOLF, INC.

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

a. To engage in every aspect in the practice of a retail golf business, and all its fields of specializations, as are engaged in by AM GOLF, INC.

b. To engage and render professional golf services through its officers, agents and employees who shall be in good standing with the Corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in any other business authorized by the State of Florida.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

f. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock of a par value of \$1.00 per share.

g. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

III. DURATION

The Corporation shall have perpetual existence.

IV. REGISTERED AGENT

The address of this corporation's initial registered office is 2131 S.W. 12th Place, Cape Coral, Florida 33991, and the name of its initial registered agent at said address is RAY ALLEN MANGUSON. The principal address is the same.

V. INCORPORATOR

The name and address of the Incorporator are as follows:

RAY ALLEN MANGUSON, 2131 S.W. 12th Place, Cape Coral, Florida 33991.

VI. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are: RAY ALLEN MANGUSON, 2131 S.W. 12th Place, Cape Coral, Florida 33991.

VII. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

VIII. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitation on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

X. INDEMNIFICATION


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The Corporation shall indemnify any officer or director, to the full extent permitted by law. MAR 22 1996
TALLAHASSEE, FLORIDA

XI. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 20th day of March, 1996.

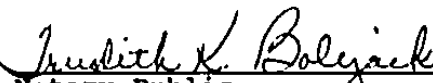

RAY ALLEN MANGUSON,
as Incorporator, Registered Agent

STATE OF FLORIDA)
COUNTY OF LEE) SS

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, this day personally appeared RAY ALLEN MANGUSON, personally known to me, who acknowledged before me that he executed the foregoing instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid this 20th day of March, 1996.

My Commission Expires:


Notary Public
Name Printed: Trudith K. Bolejack,

