

P96000031738

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 _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

VX Go/F Company

96 APR/11 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/>	Capital Express™		
<input checked="" 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.	

000001777169

-04/11796-01088-007

***122.50 ***122.50

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

REQUEST TAKEN CONFIRMED APPROVED
DATE 4/11
TIME 12:00
BY [Signature] CK No. _____

WALK-IN
Will Pick Up _____

ARTICLES OF INCORPORATION

OF

VX GOLF COMPANY

ARTICLE I. NAME

The name of this corporation shall be **VX GOLF COMPANY**.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the STATE OF FLORIDA Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of design, manufacture, sales and distribution of golf equipment. In addition the corporation is organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of no par value shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be five (5). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

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96 APR 11 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dr. Harry Duccilli
2004 Beachwood Rd.
Amelia Island, FL 32034

Robert C. Smith
2410 Beachwood Ave
Amelia Island, FL 32034.

John W. Pennell, Jr
20 Sunrise Pt. Ct.
Lake Wylie, SC 29710

Ronald P. Nelson
22 Salt Marsh Dr.
Amelia Island, FL 32034

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 101 Centre St. Fernandina Beach FL 32034

Mailing: P.O. Box 8147, Fernandina Beach, Nassau County, FL. 32034.

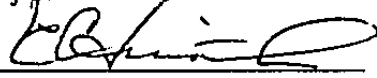
The name of the individual who shall serve as this corporation's initial registered agent at that address is: **Laurel K. French 101 Centre St. Fernandina Beach, FL 32034**

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:
Robert C. Smith 2410 Beachwood Rd. Fernandina Beach, FL 32034.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Robert C. Smith - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of
VX GOLF COMPANY. I hereby state that I am familiar with and accept the duties and
responsibilities as registered agent for VX GOLF COMPANY.


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96 APR 11 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Laurel K. French - Registered Agent

State Of Florida

County Of Nassau

On Apr. 11 1996 Robert C. Smith, designated above as the individual who shall serve as
the corporation's incorporator, who is personally known to me, ~~or produced a Florida driver's license~~
~~as identification~~, personally appeared before me at the time of notarization, and, after being given the
oath, acknowledged signing these Articles Of Incorporation of VX GOLF COMPANY.


Notary Public, State of Florida
LAUREL K. FRENCH
My Commission Exp. Apr. 21, 1996
Comm. No. 00155114
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)