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THOMPSON, ADAMS & HOFFMAN, P.A.
ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 3131
JACKSONVILLE, FLORIDA 32202

WILLIAM L. THOMPSON, JR.
ADAM G. ADAMS, III
KAREN C. HOFFMAN
COURTNEY K. GRIMM

TELEPHONE: (904) 356-3131
TELEFAX: (904) 356-8009

April 15, 1996

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****122.50 ****122.50

Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

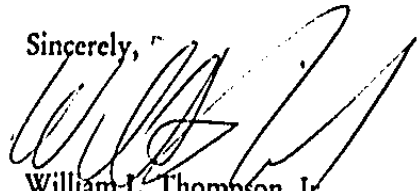
RE: PrimeGolf, Inc.

Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent of PRIMEGOLF, INC., relative to the above-referenced matter. Also enclosed is our check, in the amount of \$122.50, representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Sincerely,

William L. Thompson, Jr.

WLT/tld
encs

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FILED
96 APR 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB4/23/96

ARTICLES OF INCORPORATION
OF
PRIMEGOLF, INC.

FILED
96 APR 10 AM 8:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is "PrimeGolf, Inc."

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of providing golf course management and ownership of golf courses, and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 2301 Park Avenue, Suite 403, Orange Park, Florida 32073. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is One Independent Drive, Suite 3131, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

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 amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey H. Harris	2301 Park Avenue, Suite 403 Orange Park, FL 32073
Douglas Kovach	2301 Park Avenue, Suite 403 Orange Park, FL 32073

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William L. Thompson, Jr.	One Independent Drive Suite 3131 Jacksonville, FL 32202

ARTICLE IX

BYLAWS

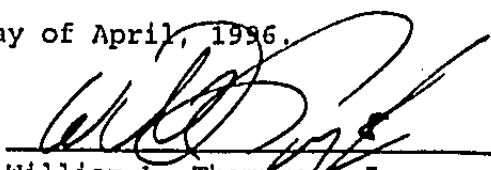
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 15th day of April, 1996.


William L. Thompson, Jr.
Incorporator

(SEAL)


STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15 day of April, 1996, by William L. Thompson, Jr., who is personally known to me.



JEANE DEMPSEY
Comm. No. CC 527123
My Comm. Exp. Mar. 31, 2000
Bonded thru Pichard Ins. Agcy.

(SEAL)


Print Name: Jeane Dempsey
Notary Public, State of Florida
My Commission expires: 3-31-00
Commission Number: 527123

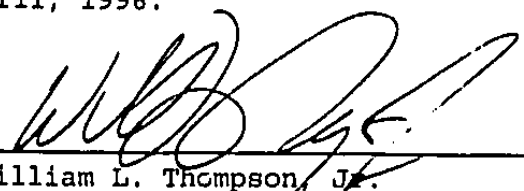
CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
PRIMEGOLF, INC.

96 APR 18 AM 8:20

STATE
OF FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon PrimeGolf, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3131, Jacksonville, FL 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 15th day of April, 1996.



William L. Thompson, Jr.
Registered Agent