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96 APR 29 AM 8 42

SEC. OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 934636 4612404

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 29, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 934636

CUSTOMER NO: 4612404

CUSTOMER: D. Scott Douglas, Esq
MACFARLANE AUSLEY FERGUSON &
MCMULLEN
P. O. Box 1669

Clearwater, FL 34617

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DOMESTIC FILING

NAME: MCCLIMANS GOLF COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

096 - 9/26

06/11
06/15

RECEIVED
APR 29 1996
OFFICE OF THE
CLERK OF THE
SUPREME COURT

5-2-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

April 29, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MCCLIMANS GOLF COMPANY, INC.
Ref. Number: W96000009136

RESUBMIT
Please give original
submission date as file date.

We have received your document for MCCLIMANS GOLF COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00020392

ARTICLES OF INCORPORATION
OF
MCCLIMANS GOLF COMPANY, INC.

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96 APR 29 AM 8 46
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is:
MCCLIMANS GOLF COMPANY, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 400 Cleveland Street, Suite 900, Clearwater, FL 34615, and the name of the initial registered agent of this corporation at that address is D. Scott Douglas .

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Gregory S. McClimans	401 Druid Road W. Clearwater, FL	President
Frederick J. McClimans	401 Druid Road W. Clearwater, FL	Vice-President, Secretary and Treasurer

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
Gregory S. McClimans	401 Druid Road West Clearwater, FL 34616

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

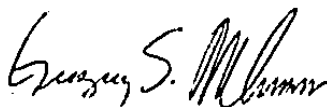
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of April, 1996.

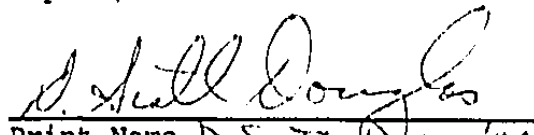


Gregory S. McClimans
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, GREGORY S. MCCLIMANS to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 26th day of April, 1996.


Print Name D. Scott Douglas
Notary Public
My Commission Expires:



D. SCOTT DOUGLAS
NOTARY PUBLIC, State Of
Florida. My Commission
Expires February 27, 1998
Commission No. CC 350589

CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


96 APR 29 10 08 AM
FILED
JUL 13 1996
CLERK OF COURT
CLERK OF COURT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That McClimans Golf Company, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named D. Scott Douglas located at 400 Cleveland Street, Suite 900, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


D. SCOTT DOUGLAS
Resident Agent