

6 MAY-15-1996 12:44
8:21 PM

P.06

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE RITE COMPANY
DEPARTMENT OF STATE 149 W. LAKEVIEW ST
TALLAHASSEE, FL 32301
CONTACT: RAY STORMONT
PHONE: (305) 841-3894
FAX: (305) 841-3770

(((H96000006838))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: U.S.A. GOLF AMERICA, INC.

FAX AUDIT NUMBER: H96000006838 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/14/1996 TIME REQUESTED: 17:21:49
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

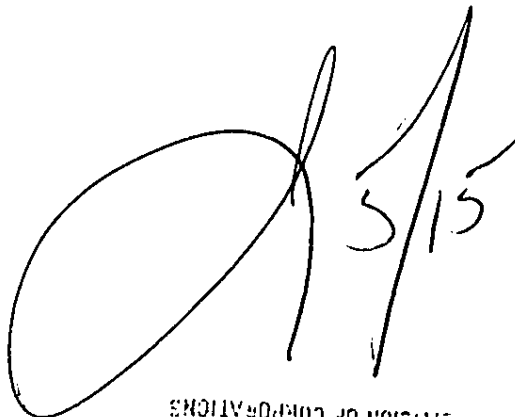
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000006838)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:23:31

FILED
96 MAY 15 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


5/15

DIVISION OF CORPORATIONS

96 MAY 15 PM 1:25

RECEIVED

MAY-15-1996 12:45

FILED
96 MAY 15 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U.S.A. GOLF AMERICA, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: U.S.A. GOLF AMERICA, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its real or personal property or assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

James A. Molans, Esq.
FBN. 105240

5901 SW 74 St. #400
S. Miami, FL 33173
(305) 666.0345

H96000006838

H96000006838

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporations may determine, use its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

H96000006838

H96000006838

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

To promote the game of golf in the United States.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of ONE HUNDRED, having an individual par value of ONE DOLLAR (\$1.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the Initial Registered Agent of this corporation shall be:

JON ARTHUR
2420 MADRID STREET
CORAL GABLES, FL 33134

ARTICLE VI

The initial Board of Directors shall consist of a total of two persons and the name and address of the persons who are to serve as initial directors are:

JON ARTHUR
2420 MADRID STREET
CORAL GABLES, FL 33134

JOHN H. JACKSON
19204 WEST LAKE DRIVE
MIAMI, FL 33015

ARTICLE VII

The address of the principal office of this corporation is:

2420 MADRID STREET
CORAL GABLES, FL 33134

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

JON ARTHUR
2420 MADRID STREET
CORAL GABLES, FL 33134

H96000006838

H96000006838

MAY-15-1996 12:46

P.10

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th of April, 1996.

Jon W. Arthur
JON ARTHUR

STATE OF FLORIDA

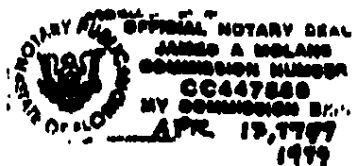
COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared JON ARTHUR, personally known to me, who produced a Florida Driver's License as identification, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 6th of April, 1996.
MAY

James A. Molans
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



H96000006838

H96000006838

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

Pursuant to the provisions of Chapter 607.0501 Florida
Statutes, the following is submitted, in compliance with said Act:
AMERICA, INC.

First - that U.S.A. GOLF/ desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of Coral Gables,
County of Dade, State of Florida, has named JON ARTHUR located at
2420 Madrid Street, City of Coral Gables, County of Dade, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY: *Jon Arthur*
SIGNATURE OF RESIDENT AGENT
JON ARTHUR

FILED
96 MAY 15 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000006838

H96000006838