

P96000058493

Gary M. Crist
Attorney

July 9, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001891491
-07/11/96--01088--017
****122.50 ****122.50

Attn: New Filings

Dear Sir or Madame:

Enclosed herewith are an original and copy of the Articles of Incorporation of IGP Properties, Inc., and the acceptance of appointment of the registered agent thereof.

Also enclosed is the applicable fee amount of \$122.50 to register the said corporation with the Division.

Please return a certified copy of the Articles indicating their date of filing to the following address:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

Your assistance in this matter is most appreciated.

Sincerely yours,

Gary M. Crist

Gary M. Crist

FILED
96 JUL 11 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encs.

K. Kennerly

7-12-96
KR

ARTICLES OF INCORPORATION
OF
IGP PROPERTIES, INC

FILED
JUL 11 AM 9:55
STATE
TALLAHASSEE

ARTICLE I

Name

The name of the corporation is IGP PROPERTIES, INC.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

This corporation is authorized to issue 500 shares of common stock.

ARTICLE IV

Principal Address

The principal address of the corporation is the following:

IGP Properties, Inc.
3300 PGA Blvd.
Suite 820
Palm Beach Gardens, FL 33410

ARTICLE V

Registered Agent

The registered agent for the corporation is Gary M. Crist whose address is the following:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

ARTICLE VI

Incorporator

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

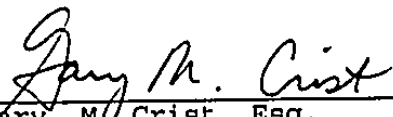
Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

ARTICLE VII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and assigns of such a person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of July, 1996.

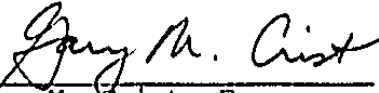


Gary M. Crist, Esq.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for International Golf Partners, Inc., a Florida corporation and agrees to perform any and all duties appurtenant to said appointment.

Dated this 9th day of July, 1996.



Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

FILED
96 JUL 11 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000058493

Gary M. Crist

August 1, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG -6 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: IGP Properties, Inc.

Dear sir or madame:

Enclosed herewith is an original and copy of an Article of Amendment changing Article I of the articles of incorporation of the referenced corporation from IGP Properties, Inc. to International Golf Partners Properties, Inc.

Also enclosed is the applicable filing fee amount (\$35.00) plus the amount for obtaining a certified copy of the amended article indicating its date of filing (\$52.50).

name
change
amend

Please return a certified copy of the Article of Amendment indicating the date of filing to:

Gary M. Crist, Esq.
1150 S. U. S. Hwy. # 1
Suite 401
Jupiter, FL 33477

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-08/06/97--01031--005
*****87.50 *****87.50

Your assistance is most appreciated.

Sincerely yours,

Gary M. Crist

Gary M. Crist

encs.

cc: K. Kennerly

SEARCHED	INDEXED
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ARTICLE OF AMENDMENT
OF
IGP PROPERTIES, INC.

FILED
AUG - 6 AM 9:22
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of IGP Properties, Inc., is hereby amended to read:

ARTICLE I

The name of the corporation shall be:

International Golf Properties, Inc.

2. The foregoing amendment was adopted by the shareholders and directors of this corporation as of the 4th day of August, 1997.

IN WITNESS WHEREOF the undersigned officer of the corporation has executed this Article of Amendment this 4th day of August, 1997.


Gary M. Crist, Secretary