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LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1001 JACKSON STREET
POST OFFICE BOX 240
FORT MYERS, FLORIDA 33902-0240

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (041) 334-4074
FAX (041) 334-3378

July 13, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: BEN MITCHELL GOLF, INC.

EFFECTIVE DATE
7-13-96

100001895441
-07/16/96--01171--012
***122.50 ***122.50

Ladies & Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation. In addition, our firm's check in the sum of \$122.50 is enclosed to cover the cost of filing this corporation.

Please file the original of the enclosed Articles fo Incorporation and return a certified copy to the undersigned.

Thank you for your courtesy and prompt attention to this matter. I am,

Very truly yours,



Andrew S. Epstein
For the Firm

ASE/bsb
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 16 AM 10:12

FILED

Boony for Andrew S. Epstein GAVE

AUTHORIZATION BY PHONE TO

CORRECT firm address
DATE 7/17/96
DO EXAM Kevin Brown

D. BROWN JUL 19 1996

EFFECTIVE DATE
12-13-96

ARTICLES OF INCORPORATION
OF
BEN MITCHELL GOLF, INC.

FILED
96 JUL 16 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is BEN MITCHELL GOLF, INC.
6900 Daniels Parkway, G-11
Fort Myers, Florida 33912

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 6900 Daniels Parkway, C-11, Fort Myers, Florida 33912, and the name of its initial Registered Agent is MITCHEL D. BENJAMIN.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Mitchel D. Benjamin
6900 Daniels Parkway, C-11
Fort Myers, FL 33912

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Mitchel D. Benjamin
6900 Daniels Parkway, C-11
Fort Myers, FL 33912

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or

rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles
of Incorporation on this 13th day of July, 1996.

Mitchell Benjamin
MITCHEL D. BENJAMIN

STATE OF FLORIDA

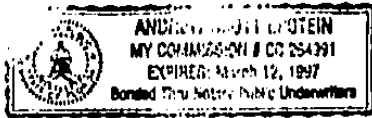
COUNTY OF LEE

BEFORE ME personally appeared MITCHEL D. BENJAMIN, to me well
known and known to me to be the persons described herein ~~or who~~
~~produced~~ _____, as identification and who
executed the foregoing Articles of Incorporation and acknowledged
to and before me that they executed the said instrument for the
purposes therein expressed.

WITNESS my hand and official seal this 13th day of July, 1996.

[Signature]
Notary Public

My commission expires:



FILED
96 JUL 16 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared MITCHEL D. BEJAMIN to me known to be the person described in the foregoing Articles of Incorporation as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is 6900 Daniels Parkway, C-11, Fort Myers, Florida 33912, and he acknowledges before that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By: *Mitchel D. Benjamin*
Mitchel D. Benjamin

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this the 15th day of July, 1996.

Andrew Scott Epstein
NOTARY PUBLIC

My Commission Expires:

