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WILLIAMSON, DIAMOND & CATON, P.A.

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FLORIDA DEPARTMENT OF STATE
Randy D. Mortham
Secretary of State

July 25, 1996

WILLIAMSON, DIAMOND & CATON, P.A.

SEMINOLE, FL 34542

SUBJECT: GOLF CORP.
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Loria Poole
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
UP OMNI, INC.**

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is UP OMNI CORP., and its principal office or mailing address is: 18131 Gulf Blvd., Suites A & B, Redington Shores, FL 33708.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 120 - 182nd Avenue East, Redington Shores, FL 33708, and the name of the initial registered agent is JAMES D. WILHELM.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

JAMES D. WILHELM

120 - 182ND AVENUE EAST
REDINGTON SHORES, FL 33708

DARLENE J. CARPENTER

120 - 182ND AVENUE EAST
REDINGTON SHORES, FL 33708

Richard P. Caton, Esq.
Williamson, Diamond & Caton, PA
7843 Seminole, Blvd.
Seminole FL 33772 813-398-3600
FL Bar No: 347299 SPN: 293010

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ARTICLE 7: INCORPORATOR

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

NAME	ADDRESS
JAMES D. WILHELM	120 - 102ND AVENUE EAST REDINGTON SHORES, FL 33708
DARLENE J. CARPENTER	120 - 102ND AVENUE EAST REDINGTON SHORES, FL 33708

ARTICLE 8: INDEMNIFICATION

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

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of July, 1996.


JAMES D. WILHELM


DARLENE J. CARPENTER

"Incorporator"

07/25/96

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WILLIAMSON, DIAMOND & CATON, P.A.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 25th day of July, 1996.


JAMES D. WILHELM, Registered Agent

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TALLAHASSEE, FLORIDA