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((H96000010452)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: HOLE IN ONE VENTURES, INC.
 FAX AUDIT NUMBER: H96000010452 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 07/29/1998 TIME REQUESTED: 12:20:29
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ARTICLES OF INCORPORATION
OF
HOLE IN ONE VENTURES, INC.

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Fred E. Fronstin, the undersigned incorporator, hereby associates himself and makes, subscribes, acknowledges and files, with the Secretary of State of the State of Florida, these Articles of Incorporation and forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: HOLE IN ONE VENTURES, INC.

ARTICLE II

The initial post office address and principal office for the conduct of business of the Corporation is:

10876 King Bay Drive
Boca Raton, Florida 33498

ARTICLE III

The name of the Registered Agent at the next above address is:

Fred E. Fronstin

ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Corporation is to such extent as a Corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do.

ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Two hundred (200) shares of common stock at One Dollar (\$1.00) per value.

Prepared by: Guy P. Fronstin (FL BAR #962473)
Law Office of Guy P. Fronstin & Associates

Physical Address:
4700 N.W. 15th Ave., Bay "A" - Southern Electric Supply Co.
Ft. Lauderdale, FL 33309
954-489-0510 (W)
954-491-3731 (F)

Mailing Address:
7040 W. Palmetto Park Rd.
2501
BOCA RATON, FL
33433

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ARTICLE VI

Duration

The term for which this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be a President and any other officers as the Board of Directors may deem expedient.

ARTICLE VII

Subscribers and Initial Board of Directors

The names, addresses, number of shares subscribed to and consideration therefore, of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation, who, subject to the by-laws and laws of the state of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

DIRECTOR(S)	NUMBER OF SHARES	CONSIDERATION
Fred E. Fronstin 10876 King Bay Drive Boca Raton, FL 33498	100	\$100.00
Neil Brown 10876 King Bay Drive Boca Raton, FL 33498	100	\$100.00

ARTICLE VIII

Pre-emptive Rights

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their

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intention to subscribe within (15) days after such notice.

ARTICLE IX

Amendments

The articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS our respective hands and seals this 25 day of July, 1996.

[Handwritten signatures]

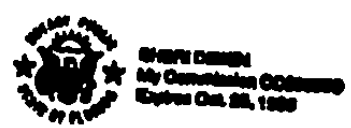
STATE OF FLORIDA)
COUNTY OF Broward) SS:

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Broward, to take acknowledgements personally appeared to me known to be the person described as subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledge before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 25 day of July, 1996.

[Handwritten signature: E. Stein Diskin]
NOTARY PUBLIC, State of Florida

My Commission Expires: 10/25/99.



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

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that HOLE IN ONE VENTURES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, at 10876 King Bay Drive, Boca Raton, FL 33498

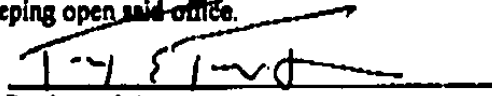
has named Fred E. Fronstin

Located at 110876 King Bay Drive, Boca Raton, FL 33498

as its agent to accept Service of Process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of Process for the above named 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.


Registered Agent

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