

1201 HAYS STREET
TAMM, MASSACHUSETTS 01901-2007
(617) 222-1111
(617) 222-1111 FAX

800-342-8006

P96000065301



PRESTIGE LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 042700 80989A

AUTHORIZATION : Patricia Peggitt

COST LIMIT : \$ 70.00

ORDER DATE : August 5, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 042700

900001912699

CUSTOMER NO: 80989A

CUSTOMER: Stephen L. Evans, Esq
STEPHEN L. EVANS, ESQ

104 North Thomas Street

Plant City, FL 33566

DOMESTIC FILING

NAME: ADVANTAGE GOLF SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 AM 10:25

8/6/96

**ARTICLES OF INCORPORATION
OF
ADVANTAGE GOLF SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 AM 10:25

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

Advantage Golf Systems, Inc.
111 North Pearl Street, Suite 3A
Plant City, Florida 33566

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 750 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of

this Corporation in the State of Florida shall be:

Stephen J. Mercer
111 North Pearl Street, Suite 3A
Plant City, Florida 33566

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

Stephen J. Mercer
111 North Pearl Street, Suite 3A
Plant City, Florida 33566

Dennis M. Genevie
2600 Golfview Drive South
Plant City, Florida 33567

Scott A. McElveen
1212 Victoria Street
Plant City, Florida 33566

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS.

The names and street addresses of the persons signing these Articles of

Incorporation as the Incorporators is:

Stephen J. Mercer
111 North Pearl Street, Suite 3A
Plant City, Florida 33566


Dennis M. Genevie
2600 Golfview Drive South
Plant City, Florida 33567

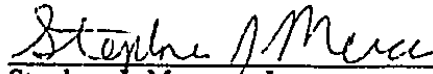
Scott McElveen
1212 Victoria Street
Plant City, Florida 33566

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 29, 1996.


Dennis M. Genevie - Incorporator


Stephen J. Mercer - Incorporator


Scott A. McElveen - Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared Dennis M. Genevie, Stephen J. Mercer and Scott A. McElveen, to me known to be the persons described as Incorporators and each of whom executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on July 29, 1996.



STEPHEN L. EVANS
My Commission CC377040
Expires Jun. 17, 1998
Bonded by ANI
H00-002-0878

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -5 AM 10:25

**Certificate Designating Place of Business or Domicile
for the Service of Process Within This State,
Naming Agent Upon Whom Process May be Served**

In compliance with Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Advantage Golf Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 111 North Pearl Street, Suite 3A, Plant City, Florida 33566, County of Hillsborough, State of Florida, has named Stephen J. Mercer, located at 111 North Pearl Street, Suite 3A, Plant City, Florida 33566, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Stephen J. Mercer Registered Agent

P96000065301



ACCOUNT NO. : 072100000032
REFERENCE : 469973 4728359
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : July 22, 1997

ORDER TIME : 9:06 AM

ORDER NO. : 469973-005

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

300002243499--8
-07/22/97--01012--023
*****87.50 *****87.50

*Amended &
Restated*

DOMESTIC AMENDMENT FILING

NAME: ADVANTAGE GOLF SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
PLAIN EXEMPTED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charles Ernest
EXAMINER'S INITIALS:

FILED
97 JUL 22 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JUL 22 AM 9:48
DIVISION OF CORPORATION

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-0225

TELECOPIER (813) 225-0020

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN H. BUSH
MINDY L. GARREJA
SAMUEL S. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD S. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
NABREEN M. KADIVAR

S. TODD MERRILL
GREG A. MINGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN P. RUDY, II
EDWARD C. SAVITS
ALICIA J. SCHUMACHER
NEAL A. SIVVER
H. BRADLEY STABBS
RANDY K. STANS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

July 21, 1997

Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Advantage Golf Systems, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$87.50 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to
Jeremy P. Ross

/bar
Enclosures
128729.01

ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF ADVANTAGE GOLF SYSTEMS, INC.

ADVANTAGE GOLF SYSTEMS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The capitalization of the Corporation is modified to (a) increase the number of authorized shares of the Corporation's capital stock from 750 to 1,000,000 shares; (b) divide such shares into two separate classes, one of which, to be designated Class A, shall be comprised of 900,000 shares, and the other, to be designated Class B, shall be comprised of 100,000 shares; (c) provide for each authorized share within each class to have a par value of \$.001 instead of \$1.00; and (d) cause each share within each class to have identical rights and privileges other than with respect to voting, as to which only the shares of Class A stock shall be so empowered; and the Corporation's Articles of Incorporation are hereby amended to reflect those changes and, as so amended, are restated in their entirety to read as follows:

RESTATED ARTICLES OF INCORPORATION
OF
ADVANTAGE GOLF SYSTEMS, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is ADVANTAGE GOLF SYSTEMS, INC. and its principal office and mailing address is 111 North Pearl Street, Suite 3A, Plant City, Florida 33566.

ARTICLE II

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 900,000 shares of Class A common stock, each with a par value of \$.001 (the "Class A Stock"), and 100,000 shares of Class B common stock, each with a par value of \$.001 (the "Class B Stock"). Each share of issued and outstanding Class A Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends

and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the Corporation upon liquidation or dissolution. Each share of issued and outstanding Class B Stock shall entitle the holder thereof to rights identical to those granted to each share of Class A Stock, provided that no share of Class B Stock shall have the right to vote on or consent to any matter other than as required by Florida law.

ARTICLE IV

Registered Office and Agent

The street address of the current registered office of the corporation shall be 111 North Pearl Street, Suite 3A, Plant City, Florida 33566, and the registered agent of the Corporation at such address is Stephen J. Mercer.

ARTICLE V

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

.....

2. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment and restatement recited in Section 1. above has been duly adopted in accordance with the provisions of §§(07.1003, .1007 and .0704, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth such amendment and declaring its advisability, and the holders of all of the issued and outstanding shares of the Corporation's single class of common stock having approved of such amendment and restatement by executed written action, all as of July 18, 1997.

IN WITNESS WHEREOF, ADVANTAGE GOLF SYSTEMS, INC. has caused these Articles of Amendment and Restatement to be prepared under the signature of its President this 18th day of July 1997.

ADVANTAGE GOLF SYSTEMS, INC.

By: Stephen J. Mercer
Stephen J. Mercer, President

127130

**WRITTEN ACTION OF THE
BOARD OF DIRECTORS OF
ADVANTAGE GOLF SYSTEMS, INC.**

The undersigned, being all of the members of the board of directors of ADVANTAGE GOLF SYSTEMS, INC., a Florida corporation (the "Corporation"), acting pursuant to authority granted by Section 607.0821, Florida Statutes, and not being otherwise proscribed by the Corporation's Articles of Incorporation or Bylaws, hereby take the following written actions in lieu of noticing and conducting a meeting to consider and act upon the same:

1. Private Offering of Shares of Class B Non-Voting Common Stock. In order to raise additional equity capital needed by the Corporation in connection with its future operations, the following plan of capital funding has been considered and approved:

a. The right of the Corporation to undertake an offering and sale of up to 20,000 shares of the Corporation's authorized but unissued Class B Non-Voting Common Stock, \$.001 par value (the "Shares"), at a per Share cash offering price of \$10.00 and on an open-ended basis such that no portion of the sales proceeds will be required to be escrowed pending the sale of any minimum number of the shares made the subject of this offering, is hereby approved, subject to the requirements that each offer and sale be made only in accordance with the transactional exemption from registration afforded by Rule 504, as promulgated under Regulation D and Section 3(b) of the Securities Act of 1933, as amended (the "Act"); and any single subscriber acquire no fewer than 4,000 Shares. Such activity shall hereinafter be referred to as the "Offering" and it shall be memorialized in the form of a private offering memorandum which shall contain material information concerning the Company and its business and financial affairs.

b. The officers of the Corporation are directed to insure that all solicitations for offers to acquire the Shares be made in full compliance with the applicable provisions of the referenced Rule 504, and separately with all applicable provisions of the securities laws of each state within which an offer for sale may be made, so as to enable each offer and sale to be transactionally exempt from the registration requirements of both federal and state law.

c. There is hereby reserved for issuance and sale pursuant to the terms of the Offering an aggregate of up to 20,000 Shares; and the officers of the Corporation are authorized to effect the issuance and sale of Shares to each person who completes, executes and submits to the Corporation an Offer Questionnaire in the form of Exhibit A hereto; is found by the Corporation, on the basis of the information therein contained, to be qualified to make an investment in the Shares; and thereafter completes, executes and delivers to the Corporation a separate Subscription Agreement, in the form of Exhibit B, together with the monetary consideration therein determined.

d. There are hereby authorized to be prepared and delivered certificates evidencing the Shares to be so issued and sold to subscribers, at the price set forth herein, and otherwise in accordance with and subject to the terms and provisions of the Offering, and against payment therefor. Each Share, when so issued and sold under such conditions, shall and is hereby declared to be fully paid and non-assessable.

e. Upon issuance and sale of Shares an amount equal to the entire consideration received in payment therefor shall be credited to the Corporation's appropriate capital stock account(s) and an amount equal to the expenses incurred in connection with such issuance and sale shall be charged to its appropriate capital stock expense account(s); and the treasurer of the Corporation is hereby directed to make, or cause to be made, appropriate entries upon the books and records of the Corporation to so record each such transaction.

f. Each of the officers of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, to execute, where necessary, and to deliver all documentation heretofore referenced in this plan of capital funding, as well as all such further agreements, certificates, documents and other instruments, and separately to take all such further actions as such officer, in his sole fiduciary discretion, may consider necessary or appropriate in order to effect the proper issuance and sale by the Corporation of all or any part of the Shares heretofore reserved or in order to implement the intent of any of the foregoing directives.

DATED: July 23, 1997


Stephen J. Mercer, Director


Ralph S. Campbell, Director

128469

**JOINT WRITTEN ACTION OF THE
BOARD OF DIRECTORS
AND SHAREHOLDERS OF
ADVANTAGE GOLF SYSTEMS, INC.**

The undersigned, being the sole members of the board of directors of ADVANTAGE GOLF SYSTEMS, INC., a Florida corporation (the "Corporation"), as well as all of its shareholders, hereby take the following written actions in lieu of holding a meeting to consider and act upon the same, as authorized by §§ 607.0205, .0821 and .0704, Florida Statutes:

Since the inception of the Corporation's existence, August 5, 1996, its Articles of Incorporation have reflected an authorized capital structure consisting of 750 shares of a single class of capital stock, each with a par value of \$1.00. Of that total, 200 shares are currently issued and outstanding and are held of record by the two undersigned shareholders. In anticipation of the Corporation's undertaking of one or more private offerings of restricted shares of its common stock to selected investors in transactions which the Corporation will seek to qualify under an exemption from registration, the undersigned deem it advisable and in the best interests of the Corporation and its shareholders for the Corporation's Articles of Incorporation to be amended so as to (a) increase the number of authorized shares of the Corporation's common stock from 750 to 1,000,000 shares, (b) effect a division of such shares into two separate classes, one of which, to be designated Class A, shall be comprised of 900,000 shares, and the other, to be designated Class B, shall be comprised of 100,000 shares; (c) provide for each authorized share within each class to have a par value of \$.001 instead of \$1.00; and (d) cause each share within each class to have identical rights and privileges other than with respect to voting, as to which only the shares of Class A stock shall be so empowered; and, as so amended, to restate the Corporation's Articles of Incorporation to take the form attaching as Exhibit A hereto; and the officers of the Corporation are authorized and directed to prepare, execute and file with the Florida Department of State Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation in the form of Exhibit B hereto so that the action hereby taken will be effective under Florida law.

Upon the effectiveness of the foregoing action, each share of capital stock registered in the name of each of Messrs. Mercer and Campbell shall be deemed to constitute one share of the Corporation's Class A voting common stock, and there shall be issued to each, without the necessity of further consideration being transferred to the Corporation, 29,900 shares of Class A stock, causing each thereafter to be the registered owner of 30,000 shares of that class. The Corporation's stated capital account shall be reduced from a figure of \$200 to \$60, and \$140 of the former stated capital shall be transferred and added to the Corporation's additional paid-in

capital account as a result of the decrease in par value hereby effected.

DATED: July 18, 1997


Stephen J. Merder, Shareholder and Director


Ralph S. Campbell, Shareholder and Director

127131.01

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
ADVANTAGE GOLF SYSTEMS, INC.**

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is ADVANTAGE GOLF SYSTEMS, INC. and its principal office and mailing address is 111 North Pearl Street, Suite 3A, Plant City, Florida 33566.

ARTICLE II

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 900,000 shares of Class A common stock, each with a par value of \$.001 (the "Class A Stock"), and 100,000 shares of Class B common stock, each with a par value of \$.001 (the "Class B Stock"). Each share of issued and outstanding Class A Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the Corporation upon liquidation or dissolution. Each share of issued and outstanding Class B Stock shall entitle the holder thereof to rights identical to those granted to each share of Class A Stock, provided that no share of Class B Stock shall have the right to vote on or consent to any matter other than as required by Florida law.

ARTICLE IV

Registered Office and Agent

The street address of the current registered office of the corporation shall be 111 North Pearl Street, Suite 3A, Plant City, Florida 33566, and the registered agent of the Corporation at such address is Stephen J. Mercer.

ARTICLE V

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

EXHIBIT B

ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE ARTICLES OF INCORPORATION OF ADVANTAGE GOLF SYSTEMS, INC.

ADVANTAGE GOLF SYSTEMS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The capitalization of the Corporation is modified to (a) increase the number of authorized shares of the Corporation's capital stock from 750 to 1,000,000 shares; (b) divide such shares into two separate classes, one of which, to be designated Class A, shall be comprised of 900,000 shares, and the other, to be designated Class B, shall be comprised of 100,000 shares; (c) provide for each authorized share within each class to have a par value of \$.001 instead of \$1.00; and (d) cause each share within each class to have identical rights and privileges other than with respect to voting, as to which only the shares of Class A stock shall be so empowered; and the Corporation's Articles of Incorporation are hereby amended to reflect those changes and, as so amended, are restated in their entirety to read as follows:

RESTATED ARTICLES OF INCORPORATION OF ADVANTAGE GOLF SYSTEMS, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is **ADVANTAGE GOLF SYSTEMS, INC.** and its principal office and mailing address is 111 North Pearl Street, Suite 3A, Plant City, Florida 33566.

ARTICLE II

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 900,000 shares of Class A common stock, each with a par value of \$.001 (the "Class A Stock"), and 100,000 shares of Class B common stock, each with a par value of \$.001 (the "Class B Stock"). Each share of issued and outstanding Class A Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the Corporation upon liquidation or dissolution. Each share of issued and outstanding Class B Stock shall entitle the holder thereof to rights identical to those granted to each share of Class A Stock, provided that no share of Class B Stock shall have the right to vote on or consent to any matter other than as required by Florida law.

ARTICLE IV

Registered Office and Agent

The street address of the current registered office of the corporation shall be 111 North Pearl Street, Suite 3A, Plant City, Florida 33566, and the registered agent of the Corporation at such address is Stephen J. Mercer.

ARTICLE V

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

.....

2. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment and restatement recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1003, .1007 and .0704, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth such amendment and declaring its advisability, and the holders of all of the issued and outstanding shares of the

Corporation's single class of common stock having approved of such amendment and restatement by executed written action, all as of July 18, 1997.

IN WITNESS WHEREOF, ADVANTAGE GOLF SYSTEMS, INC. has caused these Articles of Amendment and Restatement to be prepared under the signature of its President this 18th day of July 1997.

ADVANTAGE GOLF SYSTEMS, INC.

By: _____
Stephen J. Mercer, President

127130