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8/27/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

DEPARTMENT OF STATE

PO BOX 14610

STATE OF FLORIDA

FT LAUDERDALE FL 33302-4610

409 EAST GAINES STREET

CONTACT: BEVERLY F DRYAN

TALLAHASSEE, FL 32399

PHONE: (954) 763-1200

FAX: (904) 922-4000

FAX: (954) 523-1952

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HITPG, INC.

FAX AUDIT NUMBER: H96000011978

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HITPG, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: HITPG, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1111 North Westshore, Suite 300, Tampa, Florida 33607.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

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

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.0001 per share.

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MARA K. LERNER, ESQ., FL BAR # 0065463
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (954) 763-1200

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ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Thomas Taggart
1111 North Westshore, Suite 300
Tampa, Florida 33607

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

Thomas Taggart
1111 North Westshore, Suite 300
Tampa, Florida 33607

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Thomas Taggart, 1111 North Westshore, Suite 300, Tampa, Florida 33607.

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ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 807.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 27TH day of AUGUST, 1996.



Thomas Taggart, Incorporator

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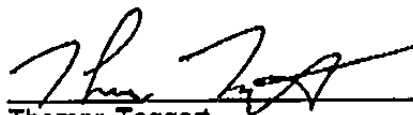
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

HITPG, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1111 North Westshore, Suite 300, Tampa, Florida 33607 has named Thomas Taggart whose address is 1111 North Westshore, Suite 300, Tampa, Florida 33607 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Thomas Taggart

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5/19/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: HITPG, INC.

AUDIT NUMBER.....H97000008190

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

FAIRWAY SPORTS, INC., a Colorado corporation not qualified in Florida

INTO

HITPG, INC., a Florida corporation, P96000071412

File date: May 19, 1997

Corporate Specialist: Steven Harris

H97000008190

**ARTICLES OF MERGER
OF**

**FAIRWAY SPORTS, INC.
a Colorado Corporation**

into

**HITPG, INC.
a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 807.1105 of the Florida Business Corporation Act and Section 7-111-105 of the Colorado Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** FAIRWAY SPORTS, INC., a Colorado corporation, ("Fairway") shall be merged with and into HITPG, INC., a Florida corporation., ("HITPG"), (Fairway and HITPG collectively referred to herein as the "Constituent Corporations") (the "Merger"), and HITPG shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of States of the States of Florida and Colorado (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date shall, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger. The name of the Surviving Corporation shall be FAIRWAY SPORTS, INC..

3. **Succession.** On the Effective Date, HITPG shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Fairway, except insofar as it may be continued by operation of law, shall be terminated and cease.

Prepared By:
Mara K. Lerner, Esq., FL Bar #65463
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
(954) 763-1200

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4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Fairway issued and outstanding immediately prior thereto shall be changed and converted into the right to receive one (1) share of Common Stock of Fairway Enterprises, a Nevada corporation ("Fairway Enterprises") pursuant to a Merger Agreement, dated March 19, 1997 between Fairway Enterprises, Fairway, and HITPG; (ii) each share of Class A \$10. 12% Convertible Cumulative Preferred Stock shall be converted into ten (10) shares of Common Stock of Fairway Enterprises; and (iii) each share of Class B \$10. 12% Convertible Cumulative Preferred Stock shall be converted into five (5) shares of Common Stock of Fairway Enterprises

SECOND: The effective date of the merger is March 19, 1997.

THIRD: The plan of merger was adopted by the shareholders and the Board of Directors of HITPG, Inc. a Florida corporation, on the 7th day of April, 1997, was adopted by the shareholders of Fairway Sports, Inc., a Colorado corporation, on the 6th day of February, 1997, and was adopted by the Board of Directors of Fairway Enterprises, Inc., a Nevada corporation, on the 5th day of March, 1997.

6. **Directors.** The Director of the Surviving Corporation shall be Thomas Taggart.

Signed this 19th day of May, 1997.

HITPG, INC.
a Florida corporation

By: 
Its: President

Fairway Sports, Inc.
a Colorado corporation

By: 
Its: President

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