

P96000078681

MACFARLAND FERGUSON & McMULLIN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE #300
P.O. BOX 1831 (ZIP 33601)
TAMPA, FLORIDA 33608
(813) 873-4800 FAX (813) 873-4308

September 5, 1996

400 CLEVELAND STREET
P.O. BOX 1800 (ZIP 33619)
CLEANWATER, FLORIDA 33615
(813) 441-8000 FAX (813) 441-8170
IN REPLY, PLEASE REFER TO
FILE # 27
Tampa

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600001942466
-09/09/96--01051--001
*****131.25 *****131.25

Re: Cart Twin, Inc.

To Whom It May Concern:

EFFECTIVE DATE
8-30-96

I enclose the following:

1. Original and one copy of Articles of Incorporation of Cart Twin, Inc.
2. Certificate of Designation - Registered Agent/Registered Office.
3. Our check in the amount of \$131.25 for the following: filing Articles \$35; filing for Registered Agent \$35; Certificate of Status \$8.75; certified copy of Articles \$52.50.

Please return the certified copy of the Articles and Certificate of Status to this office. Thank you for your assistance.

Sincerely,

Charles W. Pittman
Charles W. Pittman

CWP/wlc
Enclosures

WINI CARTER GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFFECTIVE DATE
DATE 9-23-96
DOC. EXAM. *MC*

W96-19130
MC SEP 23 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

CHARLES W. PITTMAN
P.O. BOX 1531
TAMPA, FL 33601

SUBJECT: CART TWIN, INC.
Ref. Number: W96000019130

We have received your document for CART TWIN, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 996A00042322

MACFARLANE FERGUSON & McMULLIN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE #300
P.O. BOX 1831 (28° 3,000)
TAMPA, FLORIDA 33601
(813) 873-4800 FAX (813) 873-4300

400 CLEVELAND STREET
P.O. BOX 1000 (28° 3401)
CLEARWATER, FLORIDA 34618
(813) 441-0000 FAX (813) 442-0470

September 5, 1996

IN REPLY REFER TO:

Tampa

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Neysa Culligan
Document Specialist

Re: Cart Twin, Inc.
Letter Number: 996A00042322

Dear Neysa:

Pursuant to our telephone conversation this date, I am again enclosing the following:

1. Original and one copy of Articles of Incorporation of Cart Twin, Inc. Please note that principal office has been added on page 7.
2. Certificate of Designation - Registered Agent/Registered Office. Please note the paragraph beginning with "Having been named as" contains the language in the last sentence as follows: ". . . I am familiar with and accept the obligations of my position as Registered Agent."

Please return the certified copy of the Articles and Certificate of Status to this office. Thank you for your assistance.

Yours very truly,



Wini Carter, Secretary
to Charles W. Pittman

wlc
Enclosures

EFFECTIVE DATE
8-30-76

FILED
55 SEP -9 PM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CART TWIN, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form this corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is Cart Twin, Inc.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of the execution and acknowledgement of these Articles of Incorporation.

ARTICLE III. BUSINESS & POWERS

A. The general nature of the business to be transacted by the Corporation is:

(1) to own, develop, and market a combination golf ball washer and club head cleaner and all business and activities reasonably related thereto;

(2) to engage in any activity or business permitted by the laws of the United States and the State of Florida; and

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 100,000 shares of common stock of a par value of \$1 per share. Each of the common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such share. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V. PREEMPTIVE RIGHT

The Shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 111 Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is Charles W. Pittman.

ARTICLE VII. BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Peter Lecoq	536 E. Tarpon Avenue Suite 5 Tarpon Springs, FL 34689
Kenneth Mauro	536 E. Tarpon Avenue Suite 5 Tarpon Springs, FL 34689

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of Shareholders to be held at the time and place proscribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the Shareholders. Directors need not be Shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the Shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be Directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

ARTICLE VIII. OFFICERS

A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers of the Board of Directors may deem advisable.

B. Officers need not be Shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws of the directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified are:

Kenneth Mauro

President and
Treasurer

Peter Lecog

Vice President and
Secretary

ARTICLE IX. CONFLICT OF INTEREST

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such

directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X. INCORPORATORS

The name and street address of the persons signing these Articles are:

Peter Lecoq	536 E. Tarpon Avenue Suite 5 Tarpon Springs, FL 34689
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Kenneth Mauro	536 E. Tarpon Avenue Suite 5 Tarpon Springs, FL 34689
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ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation or, at its request, of any other corporation of which it is a Shareholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes as in existence on the day the right to indemnification arises, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such person may be entitled.

ARTICLE XII. MISCELLANEOUS

A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the Shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, we have set our hands and seals this 28th day of August, 1996.

 (SEAL)
KENNETH MAURO

 (SEAL)
PETER LECOQ

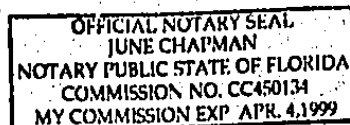
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority appeared KENNETH MAURO, who has produced a Florida Driver's License as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 28th day of August, 1996.


NOTARY PUBLIC

My Commission expires:



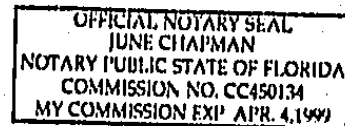
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority appeared PETER LECOQ, who has produced a Florida Driver's License as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 28th day of August, 1996.

June Chapman
NOTARY PUBLIC

My Commission expires:



PRINCIPAL OFFICE

The principal office of the corporation is 536 E. Tarpon Avenue, Suite 5, Tarpon Springs, Florida 34689.


**Certificate of Designation -
Registered Agent/Registered Office**

Pursuant to the requirements of the laws of Florida, CART TWIN, INC. hereby designates its registered agent and registered office:

Name of Corporation: CART TWIN, INC.

Name and Address of Registered Agent: Charles W. Pittman
111 Madison Street
Suite 2300
Tampa, FL 33602

Registered Office of Corporation: 111 Madison Street
Suite 2300
Tampa, FL 33602


Signature of Corporate Officer: 

Name:

Title: PRESIDENT AUGUST 28, 1996

Date: _____

Having been named as Registered Agent, and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.


Name: CHARLES W. PITTMAN
Date: September 3, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -9 AM 11: 27

FILED