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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900001961429
-10/01/96--01138--012
*****78.75 *****78.75

SUBJECT: Master Fit Golf Franchising, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Phillip R. Lanza
Name (printed or typed)
4128 South Third Street
Address
Jacksonville Beach, Florida 32250
City, State & Zip
(904) 246-3100
Daytime Telephone number

FILED
95 SEP 30 AM 11:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

OCT 2 1996 BSB

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MASTER FIT GOLF FRANCHISING, INC**

The undersigned, acting as incorporator of MASTER FIT GOLF FRANCHISING, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Master Fit Golf Franchising, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

4128 So. 3rd Street
Jacksonville Beach, Florida 32250

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 4128 So. 3rd Street, Jacksonville Beach, Florida 32250 as the street address of the initial registered office of the corporation and names Phillip R. Lanza the corporation's initial registered agent at that address to accept service of process within this state.

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96 SEP 30 AM 11:40
TALLAHASSEE, FLORIDA
STATE

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Phillip R. Lanza.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Phillip R. Lanza

4128 So. 3rd Street
Jacksonville Beach, FL 32250

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on September __, 1996.



Phillip R. Lanza

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.



Dated:

Phillip R. Lanza