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LAW OFFICES
CLYATT & RICHARDSON
PROFESSIONAL ASSOCIATION
1551 FORUM PLACE • SUITE 300-F
WEST PALM BEACH, FLORIDA 33401

RIELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE 471-0600
FACSIMILE 471-0655
AREA CODE 561

November 4, 1996

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

Re: Compact Golf, Inc.

800001986438--8
-11/05/96--01135--015
****122.50 ****122.50


Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed.

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very sincerely,


KEVIN F. RICHARDSON
KFR/jas
Enclosure

FILED
DIVISION OF CORPORATIONS
NOV 7 1996

D. BROWN NOV - 7 1996

ARTICLES OF INCORPORATION
OF

COMPACT GOLF, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 AM 11:56

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of the Corporation is:

COMPACT GOLF, INC.

2. PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be:

1632 16th Way
West Palm Beach, FL 33407

3. DURATION. The period of its duration is perpetual.

4. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. CAPITAL STOCK. The Corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value common.

6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the Initial Registered Agent and office of this Corporation is as follows:

Kevin F. Richardson, Esq.
Clyatt & Richardson, P.A.
1551 Forum Place, #300-F
West Palm Beach, FL 33401

7. INITIAL BOARD OF DIRECTORS. This Corporation shall have one (1) Director initially. The number of Directors shall be no less than one by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Director(s) and Officers of this Corporation are:

NAME

Richard P. O'Shea

ADDRESS

1632 16th Way
West Palm Beach, FL 33407

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96 NOV -6 AM 11:56

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

Kevin F. Richardson

ADDRESS

1551 Forum Place, Suite #300-F
West Palm Beach, Florida 33401

9. AMENDMENT TO ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amending hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of November, 1996.



INCORPORATOR

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



REGISTERED AGENT
Kevin F. Richardson

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Kevin F. Richardson, to me known to be the person who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of November, 1996.



NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:



JUDITH ANN SULTAN
MY COMMISSION # 00216654 EXPIRES
September 16, 1997
BONDED THRU TRICY FAIN INSURANCE, INC