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Marvin Waters II
308 Tequesta Drive
Suite 18
Tequesta, Florida 32469
PHONE (407) 748-9772

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

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****122.50 ****122.50

Gentlemen:

Enclosed you will find a charter for FLORIDA GOLF VENTURES, INC. with \$122.50 for filing fees.

Please mail me a certified copy of the charter to the above address.

Sincerely,

Marvin Waters II

Marvin Waters II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -2 AM 8:40

FILED

~~W96 73519~~

TAB

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

MARVIN WATERS II
308 TEQUESTA DRIVE
SUITE 18
TEQUESTA, FL 32469

SUBJECT: FLORIDA GOLF VENTURES, INC.
Ref. Number: W96000023519

We have received your document for FLORIDA GOLF VENTURES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A00050885



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

MARVIN WATERS II
308 TEQUESTA DRIVE
SUITE 18
TEQUESTA, FL 32469

SUBJECT: FLORIDA GOLF VENTURES, INC.
Ref. Number: W96000023519

We have received your document for FLORIDA GOLF VENTURES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 296A00052522

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA GOLF VENTURES, INC.

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation will be FLORIDA GOLF VENTURES, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The capital stock of the corporation will consist of 100 shares of common stock, par value of \$1.00 per share.

ARTICLE IV

The corporation will begin business with capital of not less than One hundred dollars (\$100.00).

ARTICLE V

Corporate existence shall began at the time of subscription and acknowledgment. The corporation is to have perpetual existence unless dissolved by law.

ARTICLE VI

The initial street address in Florida of the principal office of the corporation will be 308 Tequesta Drive, Suite 18, Tequesta, FL 33469.

ARTICLE VII

The number of directors will be not less than one, the number to actually serve from time to time to be determined by the directors elected by the stockholders.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors and Officers who will hold office as provided by law are as follows:

| NAME | ADDRESS |
|--------------------------------|---------------------------------|
| Marvin E. Waters II, President | 308 Tequesta Drive |
| Ken McDonald, Vice Pres | Suite 18, Tequesta, FL 33469 |

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as subscriber is Marvin Waters II, 308 Tequesta Drive, Suite 18, Tequesta, FL 33469

ARTICLE X

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

(a) No holder of stock of the Corporation of any class shall have any preferential, preemptive, or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time use, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

(b) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and subsidiary or controlled corporation without regard

to the fact that he is also a Director of such subsidiary or controlled corporation.

© The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

(d) This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

FLORIDA GOLF VENTURES
308 Tequesta Dr., Ste. 18
Tequesta, FL 33469

December 10, 1996

In witness hereof, the undersigned natural person, has subscribed these articles of incorporation this 2nd day of December, 1996.

Marvin Waters II

Marvin Waters II

FILED
96 DEC -2 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act. That FLORIDA GOLF VENTURES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Tequesta, County of Palm Beach, State of Florida, has named Marvin Waters II located at 308 Tequesta Drive, Suite 18, Tequesta, FL, 32469, as it's agent to accept service or process within this state.

ACKNOWLEDGMENTS:

Having been named to accept service of process to the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

_____

RESIDENT AGENT