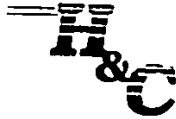


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HOLCHER & COMPANY, P.A.
Certified Public Accountants

P.O. Box 338
Naples, Florida 33939-0338

City/State/Zip

Phone

600002044216--0

-01/03/97-01041--007

*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1	_____	_____
	(Corporation Name)	(Document #)
2	_____	_____
	(Corporation Name)	(Document #)
3	_____	_____
	(Corporation Name)	(Document #)
4	_____	_____
	(Corporation Name)	(Document #)

- | | | |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -2 AM 10:54

g 1/8/97

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -2 AM 10: 54

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

You'd Rather Be Golfing Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1907 Timberline Drive
Naples, Florida 34109-7125

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael Coxwell
1907 Timberline Drive
Naples, Florida 34109-7125

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Michael Coxwell
1907 Timberline Drive
Naples, Florida 34109-7125

Max A Holcher
P.O. Box 338
Naples, Florida 34103

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ day of _____, 19 96.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the declaration of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS

97 JAN -2 AM 10:54

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: YOU'D RATHER BE GOLFING INCORPORATED

2. The name and address of the registered agent and office is:

Michael Coxwell
(NAME)

1907 Timberline Drive
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Naples, Florida 34109-7125
(CITY/STATE/ZIP)

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.

Michael Coxwell
(SIGNATURE)

12/20/96
(DATE)