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THE UNITED STATES
CORPORATION
COMPANY

97 JAN 13 AM 10: 04

ACCOUNT NO. : 072100000032

REFERENCE: 219395

43131

AUTHORIZATION :

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Please give original binission date as file date.

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1997

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ORDER TIME : 10:17 AM

ORDER NO. : 219395-005

CUSTOMER NO:

4313196

7000020**X**54.57

CUSTOMER: Helen Mcgrady, Legal Assistant

MOSS, HENDERSON & LLOYD, P.A.

817 Beachland Blvd. Bx 3406

Vero Beach, FL 32964

DOMESTIC FILING

NAME:

ALUMNI GOLF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

T. ... 97. WE OELVED

ÁRTICLES OF INCORPORATION OF ALUMNI GOLF, INC.

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THE UNDERSIGNED, for the purpose of forming a corporation for prefit pursuant A to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: ALUMNI GOLF, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares, Class A common stock \$1.00 par value (voting) and 1,000 shares, Class B common stock (nonvoting) of \$1.00 par value common stock.

ARTICLE V

QUORUM FOR STOCKHOLDERS MEETING.

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is Steve L. Henderson, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 450 Beach Road, Unit 220, Vero Beach, Florida, 32963.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

Name Address

John J. McNamara 450 Beach Road

Unit 220

Vero Beach, FL 32963

ARTICLE VIII

INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Attorney 817 Beachland Boulevard Vero Beach, Florida 32963

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extend permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my hand this lot day of

Steve L. Henderson, Attorney

incorporator and Registered Agent

STATE OF FLORIDA COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this // day of ________, 1997, by Steve L. Henderson who is personally known to me.

(Notarial Stamp)

HELEN MCGRADY

MY COMMISSION # CC439138 EXPIRES
February 19, 1999

SONGED THRU TROY FAM INSURANCE, INC.

NOTARY PUBLIC

Name

State of Florida

My Commission No:

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT JAN 13 MINO: 04 UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ALUMNI GOLF, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, Attorney, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at the 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.

Steve L. Henderson

Attorney

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