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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

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CORPORATION(S) NAME

ELW Golf Group, Inc

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DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Profit Articles

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|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk in | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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2/4/97

**ARTICLES OF INCORPORATION
OF
ELW GOLF GROUP, INC.**

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Pursuant to the Florida Business Corporation Act, the undersigned incorporator of
ELW GOLF GROUP, INC. (the "Corporation"), hereby adopts the following Articles of
Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is **ELW Golf Group, Inc.** The Corporation's principal
office and mailing address is 3702 Via De La Valle, Del Mar, California 92014.

**ARTICLE II
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of Common Stock having a par
value of \$.01 per share.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 1200 South Pine Island Road,
Plantation, Florida 33324, and its agent for service of process at such office is C T Corporation
System.

**ARTICLE IV
INCORPORATOR**

The name and address of the Corporation's incorporator is Kathleen A. Monday, 100
North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 30th day of January, 1997.

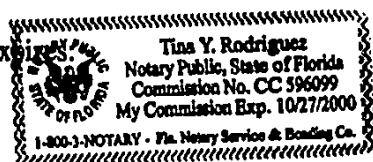
Kathleen A. Monday
Kathleen A. Monday,
Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by Kathleen A. Monday, who is personally known to me.

Tina Y. Rodriguez
Tina Y. Rodriguez
(print name)

Notary Public
My Commission Expires



ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for **ELW Water, Inc.**, at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 30th day of January, 1997.

C T CORPORATION SYSTEM

By: Connie Bryan

Registered Agent

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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