DOROTHY L. HUKILL, P.A. Attorney and Gounsellor at Law

ALSO ADMITTED IN NEW YORK

(904) 304-3133

1620 SOUTH CLYDE MORRIS BOULEVARD SUITE 110 DAYTONA BEACH, FLORIDA 32119 FACSIMILE (904) 304-3135

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January 30, 1997

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

RE: GOLF GALLERY INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for the above along with my firm's check in the sum of \$122.50 representing the requisite filing fee.

Kindly file and return the Certificate of Incorporation in the stamped, self-addressed envelope enclosed herein for your convenience. Thank you for your attention to this matter.

Sincerely,

Dorothy L. Hukill, P.A.

DLH/cml enclosure

SECRETARY CORPORATIONS
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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GOLF GALLERY INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOLF GALLERY INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal office of this corporation shall be 2761 S. Ridgewood Avenue, South Daytona, FL 32119 and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

The general purposes for which the corporation is organized are to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2761 S. Ridgewood Avenue, South Daytona, FL 32119 and the name of the initial registered agent of the corporation at that address is KELLY CAUDILL.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

KELLY CAUDILL 5960 Broken Bow Lane

Port Orange, FL 32127

TRACY CAUDILL 5960 Broken Bow Lane

Port Orange, FL 32127

ARTICLE VIII. INCORPORATOR

The names and street addresses of the incorporators to these Articles of Incorporation are:

KELLY CAUDILL 5960 Broken Bow Lane

Port Orange, FL 32127

TRACY CAUDILL 5960 Broken Bow Lane

Port Orange, FL 32127

ARTICLE IX. PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITHESS WHEREOF, the undersigned hereunto set their hands and seals to the foregoing Articles of Incorporation on this <u>30</u> day of January, 1997.

Kelly Caudill

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

KELLY CAUDILL, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Kelly Caul

STATE OF FLORIDA

COUNTY OF VOLUSIA

Subscribed and sworn to before me this 30 day of Awuany, 1997, by KELLY CAUDILL, who is personally known to me or who produced FL. Driver's Livense as identification and who did take an oath and by TRACY CAUDILL, who is personally known to me or who produced FL Driver's Livense as identification and who did take an oath.

Notary signature Do LOTHY L. HUEILL

