

P.97000015672

FROM S. VIDAL  
2351 West Flagler St  
Miami, Fl. 33135

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\*\*\*\*122.50 \*\*\*\*122.50

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

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<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	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS  
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608-615-611-  
W97-3373

82/19/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
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February 11, 1997

SERGIO VIDAL  
2351 WEST FLAGLER STREET  
MIAMI, FL 33135

SUBJECT: GRAND SLAM GOLF CARD CO., INC.  
Ref. Number: W97000003373

We have received your document for GRAND SLAM GOLF CARD CO., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 997A00007205

CERTIFICATE OF INCORPORATION  
OF

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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"GRAND SLAM GOLF CARD CO., INC."

I, the undersigned subscriber(s) of these articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

N A M E

The name of this corporation is:

"GRAND SLAM GOLF CARD CO., INC."

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is:

- a) To engage in every aspect and phase of business of design, built, operate, manage, and promote golf courses. Develop and marketing golf tournaments, club house events, etc.
- b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in trade, deal, in with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademark, and licenses, in the State of Florida and in all other states and countries.
- d) To contract debts and borrow money, issue and sell or pledge bonds, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure payment of corporate indebtedness as required.

Florida or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such a stock.

- g) To carry on any lawful business necessary or incidental to attainment of the objects of the corporation whether or not such a business is similar in nature to the objects enumerated herein.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding a one time is **ONE THOUSAND (1,000) SHARES OF \$1.00 PAR VALUE STOCK.**

Shares of stock of this corporation shall be paid for cash at a valuation to be fixed by the affirmative vote of the majority of the boards of Directors, but may be paid for property, labor or services, whenever the board of directors so authorized.

### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00 (one thousand dollars). The proceeds of capital stock subscribed for will be at least as much as the amount necessary to begin business.

### ARTICLE V

#### TERM OF EXISTENCE

This corporation is to have perpetual existence.

### ARTICLE VI

#### ADDRESS

The principal office of this corporation is to be located in The city of Miami, Dade county, State of Florida, at the following street address :

**6801 Miami Gardens Drive, Miami, Fl 33015**

or in such other city in the State of Florida as the board of directors may determine.

### ARTICLE VII

#### DIRECTORS

This corporation shall have no less than one (1)

the corporation's existence, or until their successors are elected and shall have qualified, are as follow:

<u>NAME</u>	<u>ADDRESS</u>
SERGIO VIDAL, Director, President & Secretary	2351 W. Flagler St. Miami Fl 33135

#### ARTICLE VIII

##### SUBSCRIBERS

The names and post office addresses of each subscriber of this corporation and the number of shares of stock of this corporation which each agrees to hold, and the price thereof are as follows:

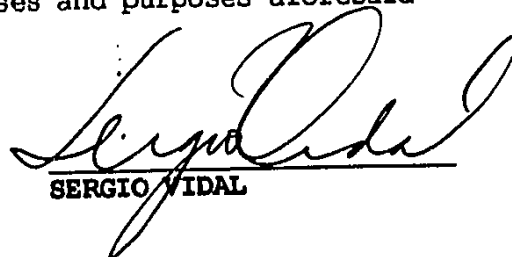
<u>NAME</u>	<u>ADDRESS</u>	<u>No. of SHARES</u>	<u>PRICE</u>
THE MUIRFIELD GROUP, INC.	6801 Miami Gardens Dr. Miami Fl 33015	1,000	\$1,000.

#### ARTICLE IX

##### AMENDMENT

These articles of incorporation may be amended in a manner provided by Law. Every amendment shall be approved by the board off directors, proposed by then to the stock holders, and approved at a Stock Holder's meeting by sixty per cent majority of the stock entitled to vote thereon, unless all directors and all of the stock holders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned's have made and subscribed to this certificate of incorporation at Miami, Dade County State of Florida for the uses and purposes aforesaid this Sixth day of February, 1997.

  
SERGIO VIDAL

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF DADE )

I HEREBY CERTIFIED that on this 6 day of February 1997, personally appeared before me, the undersigned, a notary Public for the State of Florida-at-large, SERGIO VIDAL party to the foregoing Certificate of Incorporation, and who severally and individually acknowledge that he or she make, subscribe and acknowledge the foregoing

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


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

First-- That GRAND SLAM GOLF CARD CO., IND.  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of the Incorporation at City of Miami, County of Dade State of Florida, has named SERGIO VIDAL located at 2351 West Flagler St. Miami, Fl. 33135  
(street address and number of building) (Post office Box address not acceptable)  
City of Miami, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:

  
(Resident Agent)  
Sergio Vidal