



THE UNITED STATES
CORPORATION
COMPANY

P97000017289

ACCOUNT NO. : 072100000032

REFERENCE : 270505 1429D

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : February 24, 1997

ORDER TIME : 12:02 PM

ORDER NO. : 270505-005

200002095612--2

CUSTOMER NO: 1429D

CUSTOMER: Ms. Darlajo C. Swab
CUMMINGS & LOCKWOOD

P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 33941-3032

DOMESTIC FILING

NAME: SUNLINK GOLF COMPANY

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: Susana Romagosa

EXAMINER'S INITIALS:

K.R.

FEB 24 1997

FILED
97 FEB 24 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB 24 PM 4:03
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUNLINK GOLF COMPANY**

FILED
97 FEB 24 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

SUNLINK GOLF COMPANY

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103
Attention: Joel H. Schechter

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

JOEL H. SCHECHTER

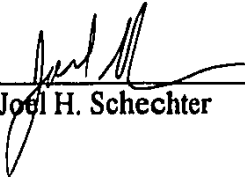
FIFTH: The name and address of the sole incorporator of the Corporation
is:

JOEL H. SCHECHTER
Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

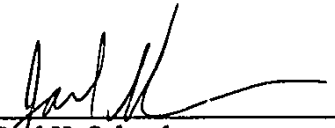
SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

MICHAEL PRZYBYLA, Director
Windjammer Landing
Labrelotte Bay
Castries, St. Lucia, West Indies

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 21st day of February, 1997.


Joel H. Schechter

I, JOEL H. SCHECHTER, having been designated to act as registered agent, hereby agree to act in this capacity.


Joel H. Schechter
Initial Registered Agent

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TALLAHASSEE, FLORIDA