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January 1, 1997

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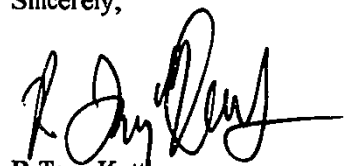
Secretary of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

Re: PENDULUM GOLF SCHOOLS, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 122.50.

Sincerely,



R. Tary Kettle

PENDULUM GOLF SCHOOLS, INC.

Mailing Address:

PENDULUM GOLF SCHOOLS, INC.  
c/o R. Tary Kettle  
215 East Central Blvd. 2nd Floor  
Orlando, Florida 32801

2/26/97  
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FILED  
97 FEB 21 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PENDULUM GOLF SCHOOLS, INC.

FILED  
91 FEB 21 PM 2:50  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The Name of the corporation is:

PENDULUM GOLF SCHOOLS, INC.

ARTICLE II- DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of one dollar ( \$.01) par value common stock, which shall be designated " Common Shares."

#### ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The principal office or the mailing address of the corporation is:

Pendulum Golf Schools, Inc.  
c/o R.Tary Kettle  
215 East Central Blvd. 2nd Floor  
Orlando, Florida 32801

The name and street address of the Initial Registered Agent of this corporation is:

R. Tary Kettle  
215 East Central Blvd. 2nd Floor  
Orlando, Florida 32801

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the directors are as follows:


R. Tary Kettle  
215 East Central Blvd. 2nd Floor  
Orlando, Florida 32801

ARTICLE VII - INCORPORATORS

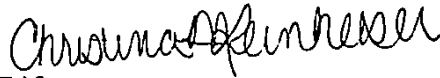
The name and address of the incorporator signing these articles is as follows:

R. Tary Kettle  
215 East Central Blvd. 2nd Floor  
Orlando, Florida 32801

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation this  
1st day of January 1997.

  
\_\_\_\_\_  
R. Tary Kettle

NOTARY PUBLIC-STATE OF FLORIDA  
CHRISTINA M. LEINHEISER  
COMMISSION NUMBER CC 577651  
EXPIRES AUGUST 15, 2000  
AMERICAN SURETY ASSOCIATES  
1-888-NOTARY-1



STATE OF FLORIDA                      NOTARY SEAL  
COUNTY OF ORANGE COUNTY

FILED  
97 FEB 21 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF  
PENDULUM GOLF SCHOOLS, INC.

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97 FEB 21 PM 2:50  
STATE  
TALLAHASSEE, FLORIDA

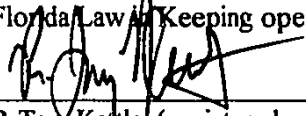
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

c/o R. Tary Kettle  
215 East Central Blvd. 2nd Floor  
Orlando, Florida 32801

has named R. Tary Kettle located at the aforesaid address, as its Registered Agent to accept service of Process within the State.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law. Keeping open said office.

  
\_\_\_\_\_  
R. Tary Kettle (registered agent)