

FROM : THE COMPANY CORP

PHONE NO. : 302-575-1346

Mar. 2 1997 12:16PM P1

P97000021129

((H97000003324 5))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

ACCT#:

FAX #:

NAME: GOLF STANDARDS CORPORATION
AUDIT NUMBER.....H97000003324
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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PHONE NO. : 302 575 1346
-1. Dept. of State, Wash, D.C.

NDF



Sandra B. Mortham
Secretary of State

THE COMPANY CORPORATION

SUBJECT: GOLF STANDARDS CORPORATION
REF: W97000004654

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Neysa Culligan
Document Specialist

FAX Aud. #: B97000003324
Letter Number: 597A00010289

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FROM : THE COMPANY CORP

PHONE NO. : 302 575 1346

Mar. 06 1997 12:17PM P3

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97 MAR - 6 PM 2 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000003324 5

ARTICLES OF INCORPORATION
OF

Golf Standards Corporation

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be Golf Standards Corporation.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643.
The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 125 Carnoustie Way, Media, PA 19063.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act, including marketing of golf products.
- FIFTH: The total authorized stock of this corporation is divided into 100 share(s) at \$1.00 par value.
- SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Nicholas Manzi 125 Carnoustie Way, Media, PA 19063
William Sisca 10 S. Veterans Square, Media PA 19063
Jim McLean 4400 N.W. 87th Avenue, Miami, FL 33178
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
- Wendy Snow - 1313 N. Market Street
Wilmington, DE 19801.

FROM : THE COMPANY CORP

PHONE NO. : 302 575 1346

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we (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 17th day of February 1997.

State of Delaware

Wendy Snow
County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 17th day of February, 1997, by Wendy Snow.

Susan M. Griffin

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000
Notary Public

This document was prepared by: Wendy Snow, 1313 Market Street,
Wilmington, DE 19801 (302) 575-0440

B97000003324 5

FROM : THE COMPANY CORP

PHONE NO. : 302 575 1346

Mar. 06 1997 12:18PM P5

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Golf Standards Corporation

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Media, PA, State of Florida, has named Larry Wolfe located at 200-A John Knox Road, Tallahassee, FL 32303-6643

_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

John Wayne

February 26, 1997
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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