

P 97 0000 22023
(SAMPLE LETTER OF TRANSMITTAL)

FILED
97 MAR 10 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date March 7, 1997

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

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-03/11/97--01002--003
***132.50 ***132.50

Re: ALL-STAR GOLF, INC. Inc.
(name of corporation)

Gentlemen:

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

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Patricia L. Pearson

Patricia L. Pearson
(individual's name)

ALL-STAR GOLF, INC
(name of corporation)

MAILING ADDRESS OF CORPORATION

9130 Ridge Road

New Port Richey, Fla. 34654

PHONE

(813) 845-4299
Area Code Number Ext.

~~RECORDED~~ MAR 11 1997

3/7/97

FREDDA CHESTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCLOSED IS APPLICATION FOR A
PLA CORP., WITH FEES 122.50 PLUS
EXTRA \$10.00, PLEASE RETURN PAPERS
TO US OVERNIGHT MAIL,

TO: ALL-STAR GOLF, INC.
9130 RIDGE ROAD
NEW PORT RICHEY, FLA 34654
813-845-4299

THANKS

ARTICLES OF INCORPORATION

of

ALL-STAR GOLF, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) 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:

ALL-STAR GOLF, INC.

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ARTICLE II - DURATION

This 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 7500 shares (7500) of Stock Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Patricia L. Pearson		
ADDRESS	5537 Manatee Point Drive		
CITY	New Port Richey	FLORIDA	ZIP 34652

The principal office, if known, or the mailing address of the corporation is:

NAME	ALL-STAR GOLF, INC.		
ADDRESS	9130 Ridge Road		
CITY	MANATEE New Port Richey	FLORIDA	ZIP 34654

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) 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 initial director(s) of the corporation are as follows:

NAME	Patricia L. Pearson		
ADDRESS	5537 Manatee Point Drive		
CITY	New Port Richey	STATE Florida	ZIP 34652
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME Patricia L. Pearson		
ADDRESS 5537 Manatee Point Drive		
CITY New Port Richey	STATE Florida	ZIP 34652
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th day of March, 19 97.

Patricia L. Pearson (Seal)

_____ (Seal)

_____ (Seal)

STATE OF FLORIDA
 COUNTY OF Pasco
 The foregoing instrument was acknowledged before me this 3-7-97 by Patricia Pearson
 who is Michael a cherry person of legal age and who did (did not) take an oath.
Dianna Winkler



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

ALL-STAR GOLF, INC.

(name of corporation)

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 5537 Manatee Point Drive

New Port Richey, Florida 34652

has named Patricia L. Pearson

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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 in keeping open said office.


Patricia L. Pearson
(registered agent)