

P.97000025932

RAYMOND RIPLEY, JR.
-- ACCOUNTANTS, INC. --

235 Northeast 6th Avenue
Post Office Box 807
Delray Beach, Florida 33447
Telephone: (407) 272-7424 (407) 734-4454

Enrolled to Practice Before the
Internal Revenue Service

March 10, 1997

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/17/97--01132--010
*****70.00 *****70.00

RE: Articles of Incorporation
MILLER'S DISCOUNT GOLF, INC.

Gentlemen:

Enclosed are the notarized Articles of Incorporation for MILLER'S DISCOUNT GOLF, INC. the Articles of Incorporation, and a check for \$ 70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

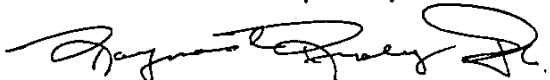
You may send the dated copy of the articles to:

Raymond Ripley, Jr.
235 Northeast 6th Avenue
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.



Raymond Ripley, Jr.

FILED
97 MAR 17 AM 11:15
TALLAHASSEE, FLORIDA

80 MAR 24 1997

ARTICLES OF INCORPORATION
OF
MILLER'S DISCOUNT GOLF, INC.

FILED
97 MAR 17 AM 11:15
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME OF CORPORATION

The name of this corporation is MILLER'S DISCOUNT GOLF, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in, acquire, own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 9753 Majestic Way, Boynton Beach, Florida, 33437 and the name of the initial registered agent of the corporation shall be Marvin Miller, 9753 Majestic Way, Boynton Beach, Florida 33437

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation. The name and street address of the initial member of the Board of Directors and Incorporators is:

Name
Marvin Miller

Address
9753 Majestic way
Boynton Beach, Fl. 33437

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10th day of March, 1997. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.



Subscriber

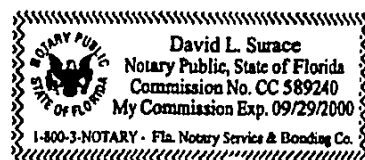
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of March, 1997.



Notary Public
My commission expires:



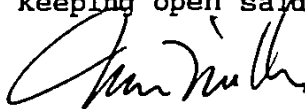
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

MILLER'S DISCOUNT GOLF, INC. desiring to organize under the
laws of the State of Florida with its principal office, as indicated in
the Articles of Incorporation, in the County of Palm Beach, State of
Florida, has named Marvin Miller, located at 9753 Majestic Way, Boynton
Beach, Florida, 33437, as it's agent to accept service of process
within this State.

ACKNOWLEDGEMENT

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



Marvin Miller

FILED
97 MAR 17 AM 11:15
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA