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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 AM 10:26

ADMITTED TO PRACTICE IN MICHIGAN

March 24, 1997

Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, Florida 32314

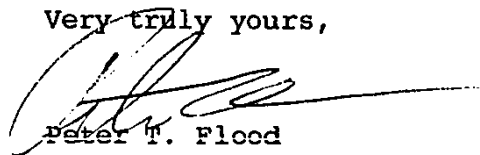
RE: GOLF SMART, INC.

100002127011--0
-03/28/97--01076--003
***122.50 ***122.50

Dear Sir/Madam

Please find enclosed the Articles of Incorporation and a check for \$122.50 for the Golf Smart, Inc. Kindly file in the usual manner.

Very truly yours,



Peter T. Flood

PTF/ez

Enclosures

D. BROWN APR - 1 1997

ARTICLES OF INCORPORATION
OF
GOLF SMART, INC.

FILED
SECRETARY OF STATE
DIVISION
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ARTICLE I. CORPORATE NAME.

The name of the corporation is: GOLF SMART, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

This Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Marilyn J. Varcoe, 300 L'Ambiance, Suite 203 Naples, Florida 34104.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address are: Marilyn Varcoe, Denis Johnson, Martha Huie-Erhart, Christian LeLeu, Barbara Galvin, Pat Williams, and Mark Frazier, 300 L'Ambiance, Suite 203, Naples, Florida 34104.

ARTICLE VIII. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are: Marilyn J. Varcoe, 300 L'Ambiance, Suite 203, Naples, Florida 34104.

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

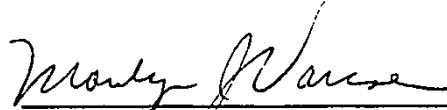
ARTICLE X.

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

These Articles of Incorporation are executed by Marilyn J. Varcoe, its Incorporator, in compliance with sec. 607.164 of the Florida statutes.

The undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 24th day of March, 1997.

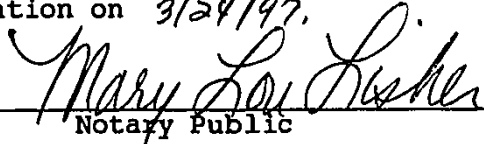


Marilyn J. Varcoe, Incorporator

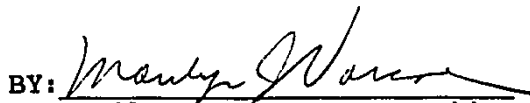
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared to be the person described as incorporator and who executed the foregoing Articles of Incorporation on 3/24/97.




Notary Public

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 300 L'Ambiance, Suite 203, Naples, Florida 34104, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

BY: 
Marilyn J. Varcoe, President

This instrument prepared by:
Peter T. Flood (34104)
201 South Airport Road
Naples, FL 34105
(941) 263-2177

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