

P97000031690

STONESTREET PUBLISHING, INC.
500 AUSTRALIAN AVENUE SOUTH, SUITE 110
WEST PALM BEACH, FL 33401

FILED
7 APR - 7 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 1993

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing two corporations

800002135398--4
-04/07/97--01124--001
***245.00 ***122.50

Dear Sir or Madam:

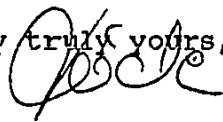
Enclosed please find one original and one copy of the Articles of Incorporation for StoneStreet Publishing, Inc. Please file and return the second copy stamped and certified to the undersigned at 500 Australian Avenue South, Suite 110, West Palm Beach, Fl 33401.

Enclosed please find one original and one copy of the Articles of Incorporation for Amateur Golf Association, Inc. Please file and return the second copy stamped and certified to the undersigned at 500 Australian Avenue South, Suite 110, West Palm Beach, Fl 33401.

Also enclosed please find my check in the amount of \$245.00 for the \$122.50 cost of filing each corporation and the return of a stamp certified copy of each.

Thank you for your prompt assistance in this matter. Should you have any questions please contact the undersigned at (561) 833-4433. Thank you.

Very truly yours,



Harald Dude, Incorporator

Enc.

BH
4/6/97

ARTICLES OF INCORPORATION
OF
AMATEUR GOLF ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be AMATEUR GOLF ASSOCIATION, INC.

ARTICLE II
Purpose

This Corporation is organized for the following purposes:

(a) For a advertising agency and all related activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III
Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of one (1) dollar (\$1.00) par value common stock.

ARTICLE IV
Preemptive Rights

There shall be no preemptive rights.

ARTICLE V
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the corporation and street address of the initial registered office of this Corporation is: 500 Australian Avenue South, Suite 110, West Palm Beach, FL 33401 and the name of the initial registered agent of this Corporation at that address is: HARALD DUDE

ARTICLE VII Initial Board Of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Harald Dude, 500 Australian Avenue South, Suite 110
West Palm Beach, FL 33401

Richard Arthur Schregegost, 4270 Royal Palm Beach Boulevard
Royal Palm Beach, Florida

Mark Joseph DiStacio, 13329 Polo Club Road, A-204
West Palm Beach, FL 33414

ARTICLE VIII By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X Special Provisions

The following special provisions shall govern this corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

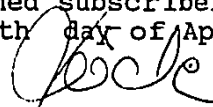
B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such

other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: HARALD DUDE, 500 Australian Avenue South, Suite 110, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2th day of April, 1997.

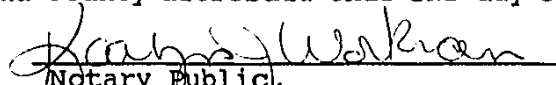


Harald Dude, Incorporator

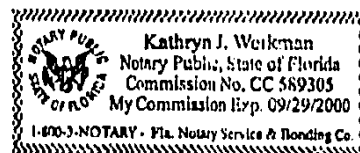
STATE OF FLORIDA)
):
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Harald Dude, known to me and known to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 2ND day of April, 1997.



Notary Public,
State of Florida, at Large
My Commission Expires:
Kathryn J. Workman
8031 Pine Tree Lane
Lake Clarke Shores, FL 33406



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

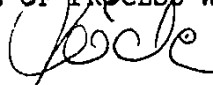
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

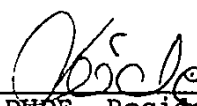
FIRST: THAT AMATEUR GOLF ASSOCIATION, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN WEST PALM BEACH,
STATE OF FLORIDA, HAS NAMED HARALD DUDE LOCATED AT 500 AUSTRALIAN
AVENUE SOUTH, SUITE 110, WEST PALM BEACH, FL 33401. STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Harald Dude, Incorporator

Date: April 2th, 1997

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 PROVISION OF ALL STATUES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.



HARALD DUDE, Resident Agent

Date: April 2, 1997