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of

**MARK E. PENA**  
Attorney and Counselor at Law

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Please Reply to Tampa

**St. Petersburg**

562 First Ave. North  
St. Petersburg, FL 33701

April 3, 1997

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

RECEIVED  
-04/07/97- 01104-0110  
\*\*\*\*\*01.00 \*\*\*\*\*01.00

RE: Articles of Incorporation - Southeastern Golf Management Corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Southeastern Golf Management Corporation, along with a check in the amount of \$70.00 for the cost of filing.

Please file same and return a certified copy of the Articles to me at the above address at your earliest convenience. If you have any questions or concerns please feel free to contact my office.

Sincerely,

*Mark E. Pena*

Mark E. Pena  
Attorney At Law

MEP/lac  
Enclosures

P. 00000000 APR 9 1997

SIGNED IN ATTORNEY'S ABSENCE  
TO AVOID DELAY.



FILED  
97 APR -7 AM 9:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SOUTHEASTERN GOLF MANAGEMENT CORPORATION

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Southeastern Golf Management Corporation.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1075 Mary Jane Lane  
Dunedin, Florida 34698

The name of the initial registered agent of this corporation is Mark E. Pena whose mailing address is 300 South Hyde Park Avenue, Suite 220, Tampa, Florida 33606.

ARTICLE VI - DIRECTORS

FILED  
91 APR - 7 AM 9:00  
TALLAHASSEE, FLORIDA

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is as follows:

Chuck Winship  
1075 Mary Jane Lane  
Dunedin, Florida 34698

#### ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Mark E. Pena  
300 South Hyde Park Avenue  
Suite 220  
Tampa, FL 33606

#### ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE IX - STOCK TRANSFER RESTRICTIONS

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting, or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as

pledge, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE X - INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

#### ARTICLE XI - TELEPHONE MEETINGS

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE XII - PARTLY PAID SHARES

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

#### ARTICLE XIII - INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction 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 or officers, director or directors of the corporation is a party to or are the 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 a director or an officer of the 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 corporation in which he may be in anywise interested.

#### ARTICLE XIV - BY-LAWS

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

#### ARTICLE XV - LONG - TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for period longer than one year, and any charter or bylaw provision for

annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI

##### DIRECTORS RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF the undersigned being the incorporator of this corporation, execute these Article of Incorporation and certify to the truth of the facts stated herein, this 3rd day of April, 1997.

  
MARK E. PENA

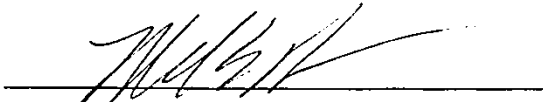
FILED  
97 APR -7 AM 9:00  
TALLAHASSEE, FLORIDA

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 616.023, Florida Statutes, the following is submitted in compliance with said act:

That Southeastern Golf Management Corporation desiring to organize under the laws of the State of Florida as a corporation with its principle office, as indicated in its Article of Incorporation, at 1075 Mary Jane Lane, Dunedin, FL 34698, has named Mark E. Pena, Esquire, as agent to accept service of process within this state.

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 to comply with the provisions of said act relative to keeping open said office.

  
MARK E. PENA, ESQUIRE