

P97000033298



ACCOUNT NO. : 072100000032

REFERENCE : 328973 169624A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : April 14, 1997

ORDER TIME : 9:09 AM

ORDER NO. : 328973-005

600002141666--8

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BURROUGHS
5551 Ridgewood Drive
Naples, FL 33963

DOMESTIC FILING

NAME: GOLF STADIUMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

APR 14 1997

RECEIVED
97 APR 14 AM 9:55
TALLAHASSEE
DIVISION OF REVENUE
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
OF
GOLF STADIUMS, INC.**

FILED
97 APR 14 AM 11:08
TALLAHASSEE, FLA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

GOLF STADIUMS, INC.

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

2706 South Horseshoe Drive, Suite 103
Naples, Florida 34104

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each share shall be TEN CENTS (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

Buckingham, Doolittle & Burroughs
5551 Ridgewood Drive, Suite 302
Naples, Florida 34108

and the name of the Corporation's initial registered agent at such address is:

William R. O'Neill

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

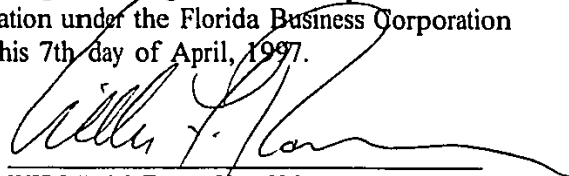
William F. Rasmussen
219 Colonade Circle
Naples, Florida 34103

Glenn J. Rasmussen
180 Napa Ridge Road East
Naples, Florida 34119

SIXTH: The name and address of the sole incorporator is:

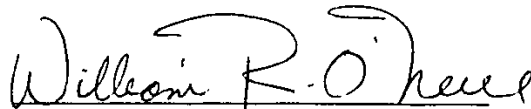
William F. Rasmussen
219 Colonnade Circle
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 7th day of April, 1997.



WILLIAM F. RASMUSSEN
Sole Incorporator

I, WILLIAM R. O'NEILL, having been designated to act as registered agent, hereby agree to act in this capacity.



WILLIAM R. O'NEILL
Initial Registered Agent

[GOLF.1]

FILED
97 APR 14 AM 11:08
TALLAHASSEE, FLORIDA