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TERRY P. ARCHER

803 PINE VILLAGE LANE, NAPLES, FL 34108
PHONE AND FAX (941) 592-0228

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 16 PM 1:36

May 7, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

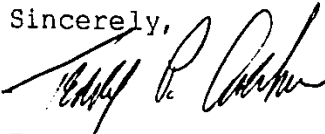
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****122.50 ****122.50

Dear Sir:

Please find enclosed my check for \$122.50 along with
Articles of Incorporation for ARCH-GOLF, INC. If you have
any questions, please call me at (941) 592-0228.

Thank you for your attention to this matter.

Sincerely,



Terry P. Archer

Encls.

RP
S-20-97

ARTICLES OF INCORPORATION
OF
ARCH-GOLF, INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Arch-Golf, Incorporated.

ARTICLE II

A. To carry on and conduct any lawful business in the State of Florida, including but not limited to the business playing in professional golf tournaments, teaching golf, and marketing and repair of golf items.

B. The nature of business shall be deemed to include all the rights, powers and privileges now afforded by the laws of the State of Florida, and such rights as may hereafter be extended by the laws of Florida to corporations for profit.

ARTICLE III

The initial post office address of the principal place of business of this corporation in the State of Florida is 803 Pine Village Lane, Naples, Florida 34108. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IV

The corporation shall commence upon compliance with the requirements of Florida law, and its existence shall be perpetual.

ARTICLE V

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of the par value of \$1.00 per share, all of which shall be common stock of the same class.

ARTICLE VI

The names and post office address of the subscribers to the Certificate of

Incorporation are:

TERRY P. ARCHER, 803 Pine Village Lane, Naples, FL 34108 and

DENISE H. ARCHER, 803 Pine Village Lane, Naples, FL 34108.

The subscribers hereto are over the age of eighteen (18) years and are residents of the State of Florida.

ARTICLE VII

The amount of capital with which this corporation shall begin business shall be \$4,000.00.

ARTICLE VIII

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by stockholders but shall never be less than one (1).

ARTICLE IX

The name and post office address of each member of the first Board of Directors is:

TERRY P. ARCHER, 803 Pine Village Lane, Naples, FL 34108 and

DENISE H. ARCHER, 803 Pine Village Lane, Naples, FL 34108.

ARTICLE X

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 Stockholders Meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

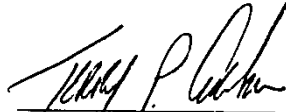
Terry P. Archer, 803 Pine Village Lane, Naples, FL 34108 is hereby designated as Registered Agent upon whom service of process may be made.

ARTICLE XII

The foregoing Articles of Incorporation are to be construed as independent objects, purposes and powers in the operation of this corporation and all in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida

upon corporations organized thereunder the enumeration of these specific powers set forth in these Articles shall not be constructed to limit or restrict in any manner the general powers of this corporation as conferred upon by the law of the Statutes of the State of Florida.

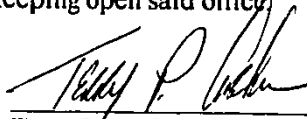
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of May, 1997.

 (Seal)
TERRY P. ARCHER

 (Seal)
DENISE H. ARCHER

ACKNOWLEDGMENT

Having been named to accept service of process for the foregoing 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 acts relative to keeping open said office.


Terry P. Archer
REGISTERED AGENT

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CLERK OF STATE
DIVISION OF CORPORATIONS
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