

**SINGER AND ZANE, P.A.**

**NORTHPOINT CORPORATE CENTER  
701 NORTHPOINT PARKWAY  
SUITE 330**

**WEST PALM BEACH, FLORIDA 33407**

**JEFFREY P. ZANE \*  
MICHAEL S. SINGER, J.D., LL.M.**

**\* MEMBER OF  
FLORIDA & NEW YORK BAR**

**TELEPHONE (561) 471-1002  
NATIONWIDE (800) 226-1484  
TELEFAX (561) 471-5777**

**MIAMI OFFICE  
1870 MADRUQA AVENUE  
PENTHOUSE ONE  
CORAL GABLES, FLORIDA 33146  
TELEPHONE (305) 662-7072  
TELEFAX (305) 666-1220**

**REPLY TO:  
WEST PALM BEACH**

June 2, 1997

**P97000050651**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

**500002204065--8**

**-06/06/97--01059--014**

**\*\*\*122.50 \*\*\*122.50**

Re: Palm Beach Golf - Vero, Inc.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check to cover the following expenses:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please return the certified copy to our office. Thank you for your attention to this matter. Should have any questions, please do not hesitate to contact our office.

Very truly yours,

*Patti K. Babka*

Patti K. Babka,  
Legal Assistant

Enclosures as Stated

97 JUN -6 PM 1:12  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

*6/9*

**ARTICLES OF INCORPORATION**  
**OF**  
**PALM BEACH GOLF CENTER - VERO, INC.**

SECRET  
DIVISION OF INVESTIGATION  
JUL 11 1966  
PH 1:12

The undersigned, incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following articles of incorporation:

**ARTICLE ONE**

The name of this corporation is PALM BEACH GOLF CENTER - VERO, INC.

**ARTICLE TWO**

The corporation is to have perpetual existence.

**ARTICLE THREE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific purpose of the corporation is to engage in operation of a retail store selling golf equipment and related goods.

**ARTICLE FOUR**

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 500, all of which shall be common shares with a par value of \$1.00 per share.

4.02 The minimum amount of paid-in capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE FIVE**

5.01 The street address of the initial corporate office of the corporation is 7100 North Military Trail, Palm Beach Gardens, Florida 33410.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is MICHAEL S. SINGER, ESQUIRE, Singer & Zane, P.A., 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is MICHAEL S. SINGER, ESQUIRE, Singer & Zane, P.A., 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Lawrence Sugarman	7100 North Military Trail Palm Beach Gardens, FL 33410

ARTICLE EIGHT

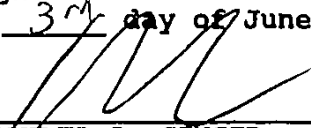
Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

The effective date of this corporation shall be the filing date of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this 3<sup>rd</sup> day of June, 1997.

By

  
\_\_\_\_\_  
MICHAEL S. SINGER,  
Incorporator

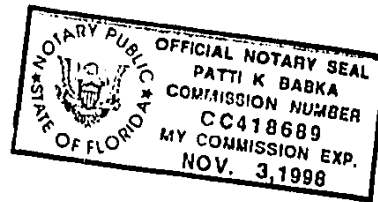
STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared MICHAEL P. SINGER, to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-named County and State this 3rd day of June, 1997.

Patti K. Babka  
Notary Public

My Commission Expires:



STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Service of Process Within This State, Naming Agent Upon Whom  
Process May be Served and Names and Addresses of the Officers  
and Trustees.

\_\_\_\_\_

The following is submitted, in compliance with Chapter 48.091,  
Florida Statutes.

PALM BEACH GOLF CENTER - VERO, INC., a corporation organized  
under the laws of the State of Florida, with its principal office  
at 7100 N. Military Trail, Palm Beach Gardens, Florida 33410, as  
named MICHAEL P. SINGER, ESQ., located at 701 Northpoint Parkway,  
Suite 330, West Palm Beach, Florida 33407, as its agent to accept  
service of process within this State.

OFFICERS

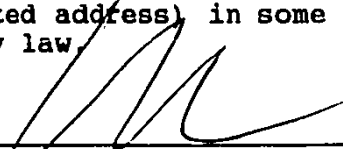
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Larry Sugarman	President	7100 N. Military Trail
	Vice President	Palm Beach Gardens, FL
	Secretary	33410
	Treasurer	

DIRECTORS

Larry Sugarman	7100 N. Military Trail
	Palm Beach Gardens, FL
	33410

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to  
keep the office open during prescribed hours; to post my name (and  
any other officers of said corporation authorized to accept service  
of process at the Florida designated address) in some conspicuous  
place in the office as required by law.

  
\_\_\_\_\_  
MICHAEL S. SINGER,  
Registered Agent

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