

AMAN & LINS, P.A.

PARAMOUNT PLAZA
SUITE 300
14502 N. DALE MABRY HIGHWAY
TAMPA, FLORIDA 33618-2072

PHONE: (813) 265-0004
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JEFFREY A. AMAN
D. MICHAEL LINS

ATTORNEYS & COUNSELORS AT LAW

P970000059025
JUL 1 1997

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

Re: Palmer Golf Academy, Inc.

000002230460--4
-07/03/97--0119--004
****122.50 ****122.50

Dear Sir or Madam:

Enclosed for filing please find two original Articles of Incorporation for Palmer Golf Academy, Inc., along with our check payable to the Secretary of State in the amount of \$122.50. I have also enclosed the original Certificate Designating Registered Agent. Please file the Articles and return a certified copy of the Articles to my office at the address listed above.

Thank you for your assistance in this matter. If you have any questions, please feel free to call me.

Sincerely yours,

D. Michael Lins

D. Michael Lins

DML/tln
Enclosures
cc: Ms. Hannah Palmer (w/o encls.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*P97-285
585-163
JUL 7/97*

Janet R. Woodruff
Legal Assistant
c/o Carlton Fields
One Harbour Place
777 S. Harbour Island Blvd.
Tampa, Florida 33602-5799

June 25, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

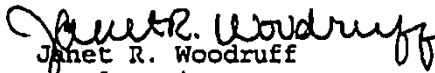
Re: Palmer Golf Academy, Inc.
Reservation Number: R97000000985

Dear Sir/Madam:

I hereby relinquish my rights to the name Palmer Golf Academy, Inc., and assign my rights to Hanna E. Palmer.

Please contact me at (813) 229 4238 if you have any questions. I appreciate your attention to this matter.

Very truly yours,


Janet R. Woodruff
Legal Assistant

cc: Robert W. Boos, Esq. (via facsimile)
Michael Lins, Esq. (via facsimile)

**ARTICLES OF INCORPORATION
OF
PALMER GOLF ACADEMY, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is Palmer Golf Academy, Inc. The address of the Corporation is 14500 N. 46th Street, Tampa, FL 33613.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is D. Michael Lins.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Hannah Palmer
14500 N. 46th St.
Tampa, FL
33613-3029

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Hannah Palmer, 14500 N. 46th Street, Tampa, Florida 33613.

**ARTICLE IX
BYLAWS**

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

**ARTICLE X
INDEMNIFICATION**

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

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of June, 1997.




Hannah Palmer
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Hannah Palmer, personally known by me or who produced N/A as identification, to be the person who executed the foregoing Articles of Incorporation of Palmer Golf Academy, Inc. and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of June, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: TERESA L. NIELSEN
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That PALMER GOLF ACADEMY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated, at 14500 N. 46th Street, Tampa, Florida, 33613, has named D. Michael Lins, Esquire located at Aman & Lins, P.A., 14502 N. Dale Mabry Hwy. Suite 300, Tampa, Hillsborough County, Florida 33618, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated 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 Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: *D. Michael Lins*
D. Michael Lins
Registered Agent

Date: 7/1/97

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SECRETARY OF STATE