

SINGER AND ZANE, P.A.

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

WEST PALM BEACH, FLORIDA 33407

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

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

**TELEPHONE (561) 471-1002
NATIONWIDE (800) 228-1484
TELEFAX (561) 471-5777**

**REPLY TO:
WEST PALM BEACH**

**MIAMI OFFICE
1870 MADRUCA AVENUE
PENTHOUSE ONE
CORAL GABLES, FLORIDA 33146
TELEPHONE (305) 862-7072
TELEFAX (305) 866-1228**

July 9, 1997

P97000060696

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

600002235746--5
-07/11/97--01050--003
******122.50 ****122.50**

Re: Palm Beach Golf - North Palm Beach, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 9:53

RP
7-14-97

ARTICLES OF INCORPORATION

OF

PALM BEACH GOLF CENTER - NORTH PALM BEACH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 11 AM 9:54

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 - NORTH PALM BEACH, 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

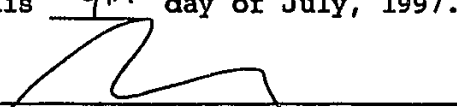
ARTICLE EIGHT

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 9th day of July, 1997.

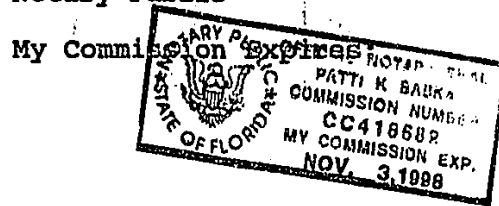
By 
MICHAEL S. SINGER,
Incorporator

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 9th day of July, 1997.

Patti K. Baucka
Notary Public



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 - NORTH PALM BEACH, 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

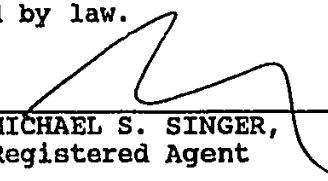
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Larry Sugarman	President	7100 N. Military Trail
	Vice President	Palm Beach Gardens, FL
	Secretary	33410
	Treasurer	

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 9:54