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AUTHORIZATION : *Patricia Pyzdek*

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CUSTOMER NO: 6209A

CUSTOMER: Wade Boyette, Esq  
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: STEPPING OUT GOLF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 JUL 31 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL 31 PM 12:12  
JUL 31 1997

SN JUL 31 1997

EXPIRATION DATE  
7/30/97

FILED

ARTICLES OF INCORPORATION  
of  
STEPPING OUT GOLF, INC.

97 JUL 31 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I  
Name

The name and address of this corporation shall be: STEPPING OUT GOLF, INC., 21 Rosedown Boulevard, DeBary, FL 32713.

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 20,000 shares of common stock each with a par value of 1¢.

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

Carmen Rosamonda

ADDRESS

21 Rosedown Boulevard  
DeBary, FL 32713

The names and addresses of the Director(s) is/are:

NAME

Carmen Rosamonda

ADDRESS

21 Rosedown Boulevard  
DeBary, FL 32713

Craig M. Clifton

229 Lake Charles Drive  
Deland, FL 32724

Michael Girard

1408 Cove Place  
Tavares, FL 32778

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be

removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE IX Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

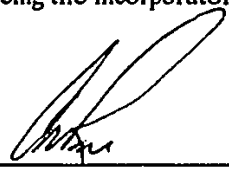
#### ARTICLE X Registered Office and Registered Agent

The address of the initial registered office of this corporation is 21 Rosedown Boulevard, DeBary, FL 32713. The name of the Registered Agent of this corporation is Carmen Rosamonda at the above office address.

#### ARTICLE XI Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this June 30, 1997.

  
\_\_\_\_\_  
Carmen Rosamonda

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for STEPPING OUT GOLF, INC., as stated in these Articles of Incorporation.

Dated: June 30, 1997



\_\_\_\_\_  
Carmen Rosmonda

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA