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FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: MAGGIE VINAJERAS  
PHONE: (305)374-5600 FAX #: (305)374-5095

NAME: FLORIDA GOLF MANAGEMENT, INC.  
AUDIT NUMBER.....H97000012766  
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**ARTICLES OF INCORPORATION  
OF  
FLORIDA GOLF MANAGEMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is FLORIDA GOLF MANAGEMENT, INC. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 450 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, par value \$1.00 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator of the Corporation is Carlos J. Deupi, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

Prepared by:  
Carlos J. Deupi, Esq.  
One S.E. 3rd Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-3600  
Florida Bar No. 0112054

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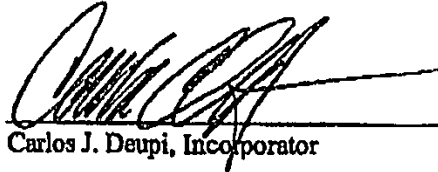
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**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 5th day of August, 1997.

  
\_\_\_\_\_  
Carlos J. Deupi, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

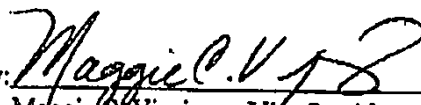
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of FLORIDA GOLF MANAGEMENT, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of August, 1997.

American Information Services, Inc.

By:

  
Maggie C. Vinajeras, Vice President

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