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MAILING ADDRESS  
POST OFFICE BOX 1949  
ORLANDO, FLORIDA 32802-1949

August 8, 1997

Department of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32301

300002264139--4  
-08/12/97--01007--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: BIG LEAGUE GOLF, INC.

Dear Sir:

Enclosed herewith please find original and one copy of the Articles of Incorporation in regard to the above corporation, which designate the initial Registered Agent in Article IV.

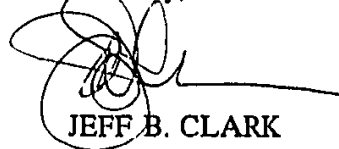
Also, enclosed is a check in the amount of \$122.50 covering the following:

Filing Fee . . . . . \$5.00  
Filing Fee for Registered Agent . . 35.00  
Cost of Certified Copy . . . . . 52.50

Would you please send the certified copy directly to the undersigned?

Thank you for your cooperation.

Sincerely,

  
JEFF B. CLARK

FILED  
97 AUG 12 AM 11: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JBC/dlc  
enclosures

me 8/13/97

**ARTICLES OF INCORPORATION**  
**OF**  
**BIG LEAGUE GOLF, INC.**

**FILED**  
97 AUG 12 AM 11: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is BIG LEAGUE GOLF, INC., whose principal office address is 160 W. Rockwood Way, Winter Park, FL 32789.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. This stock shall be issued as "small business corporation" stock in accordance with a plan under provisions of Section 1244 of the Internal Revenue Code.

**ARTICLE IV. ADDRESS**

The street address of the initial registered and principaled office of the corporation shall be 105 E. Robinson St., Suite 301, Orlando, FL 32801, and the name of the initial registered agent of the corporation at that address is Jeff B. Clark.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this 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 at the price at which it is offered to others.

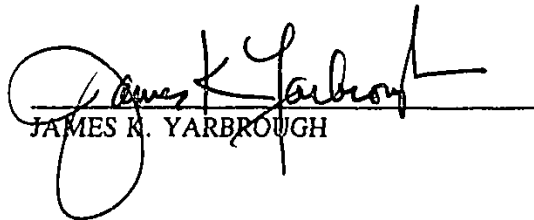
**ARTICLE VII. DIRECTORS**

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the By-Laws.

### ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is James K. Yarbrough, 160 W. Rockway Way, Winter Park, FL 32789.

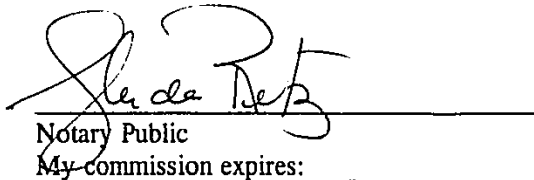
IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this the 7th day of August, 1997.

  
JAMES K. YARBROUGH

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JAMES K. YARBROUGH, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 7th day of August, 1997.

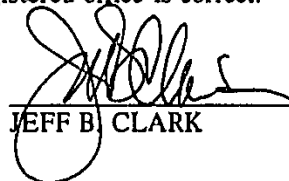
  
Notary Public  
My commission expires:



GLENDARITZ  
My Commission CC488302  
Expires Nov. 13, 1999

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the registered agent designated above hereby accepts the appointment and states that the address of the registered office is correct.

  
JEFF B. CLARK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA