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DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

August 8, 1997

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****122.50 ****122.50

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Golf & Baseball, Inc.

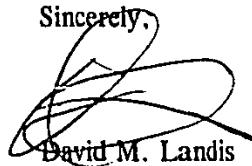
Dear Sir/Madame:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1.	Filing Fee	\$ 35.00
2.	Designation of Registered Agent	35.00
3.	Certified Copy of Articles	<u>52.50</u>
		\$122.50

Please return the certified copy to my attention.

Sincerely,


David M. Landis

5
DML:jr
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 PM 12:21

D. BROWN AUG 18 1997

ARTICLES OF INCORPORATION
OF
GOLF & BASEBALL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 PM 12:21

ARTICLE I

The name of this Corporation is Golf & Baseball, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,500,000 shares of common stock. Each of such shares shall have a par value of \$.01 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 3001 Alamo Drive, Orlando, Florida. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Suite 600, Two Landmark Center, 225 East Robinson Street, Orlando, Florida, 32801 and the name of the Corporation's initial registered agent to receive service of process is David M. Landis.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

<u>Name</u>	<u>Address</u>
Michael D. Maher	3001 Alamo Drive Orlando, Florida 32805

ARTICLE VI

The name and address of the subscriber is Michael D. Maher, 3001 Alamo Drive, Orlando, Florida 32805.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 8-11, 1997.



MICHAEL D. MAHER

STATE OF FLORIDA
COUNTY OF ORANGE

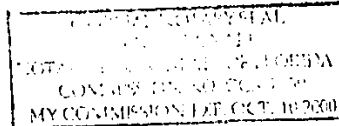
The foregoing instrument was acknowledged before me on August 11, 1997, by MICHAEL D. MAHER as Director of GOLF & BASEBALL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

Name: JEAN M. RIGNALL
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 PM 12:21

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

That Golf & Baseball, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando, Orange County, State of Florida, has named David M. Landis as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DAVID M. LANDIS
(Registered Agent)