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LAW OFFICES OF NEIL S. SCHECHT, P.A.

Neil S. Schecht*

ALSO ADMITTED IN ILLINOIS

Bayshore Center Penthouse 2909 W. Bay to Bay Boulevard Tampa, Florida 33629-8100 (813) 805-9100 FAX (813) 831-7747

August 13, 1997

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Secretary of State Division of Corporations Filing Department P.O. Box 6327 Tallahassee, Florida 32314

Re: Ace in the Hole Golf Promoitions, Inc.

Dear Sir/Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation of Ace in the Hole Golf Promotions, Inc., along with a check in the amount of \$122.50 representing the filing fee.

I appreciate your help in getting this filed as soon possible. Thank you in advance for your assistance in this matter.

Please return the certified copy of the Articles of Incorporation to the undersigned, and should you have any questions please do not hesitate to call.

Very truly yours,

Lisa Wheller Legal Assistant

/law Enclosures AUG 18 AH 12: 1

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ARTICLES OF INCORPORATION

OF

ACE IN THE HOLE GOLF PROMOTIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is ACE IN THE HOLE GOLF PROMOTIONS, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 12926 Royal George Road, Odessa, FL 33556

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name Address

Ramon A. Stroud, III 12926 Royal George Ave., Odessa, FL 33556

Brenda C. Stroud 12926 Royal George Ave., Odessa, FL 33556

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>

Address

Neil S. Schecht

2909 W. Bay to Bay Blvd. Penthouse Tampa, Florida 33629

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 144 day of August, 1997.

NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL S. SCHECHT, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this $\frac{1}{2} \frac{7H}{2}$ day of August, 1997.

Liss A Wheler

A DAM H My Commission CC641052

Expires April 23, 2001

NOTARY PUBLIC, STATE OF FLORIDA

LISA A. WHELLER

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ACE IN THE HOLE GOLF PROMOTIONS, INC., at the place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open said office.

DATED this _____ DAY of August, 1997.

NEIL S. SCHECHT

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SEVICTARY OF STATE
SEVICE FLORIDA