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P97000085635

September 30, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 AM 11:46

VIA U.S. MAIL

Department of State
Division of Corporations
Annual Reports Section
P.O. Box 6327
Tallahassee, FL 32314

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-10/02/97--01029--007
****131.25 ****131.25

Re: CR Golf, Inc.

EFFECTIVE DATE
9-25-97

Dear Sir or Madam:

Attached herewith please find the Articles of Incorporation for the above-captioned corporation, as well as Mr. Carmen Rosamonda's check number 2334, dated September 18, 1997, payable to the Department of State, in the amount of \$131.25.

After filing the Articles of Incorporation, please mail a certified Certificate of Status and the certified copy to the following address:

John L. Brewerton, III
John L. Brewerton, III, P.A.
250 North Orange Avenue, Suite 1700
Orlando, Florida 32801

Thank you in advance for your assistance in this matter. If you have any questions, please call me.

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: 

John L. Brewerton, III

Enclosure
JLB/cs

cc: Mr. Carmen Rosamonda

**ARTICLES OF INCORPORATION
OF
CR GOLF, INC.**

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EFFECTIVE DATE
9-25-97

The undersigned, acting as incorporator of CR GOLF, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

CR GOLF, INC.

21 Rosedown Boulevard - DeBary, Florida 32713.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on September 25, 1997.

ARTICLE III. PURPOSES

This corporation shall be a Service Corporation, and the general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

(a) To engage in every aspect of construction, development, management, maintenance, marketing and other services related to golf courses.

(b) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

(c) To engage in any other lawful business or actions as shall be allowed to be conducted under the Florida Business Corporations Act.

(d) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 21 Rosedown Blvd., City of DeBary, County of Volusia, State of Florida 32713, and the agent designated to accept service at that address is Mr. Carmen Rosamonda.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Carmen Rosamonda	21 Rosedown Blvd. DeBary, FL 32713

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Carmen Rosamonda	21 Rosedown Blvd. DeBary, FL 32713

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

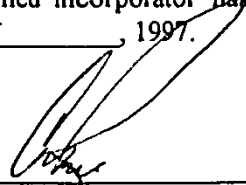
ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida governing for-profit corporations.

ARTICLE VIII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of SEPT., 1997.



CARMEN ROSAMONDA
Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

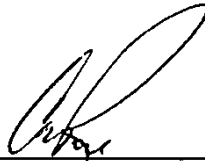
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Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CR GOLF, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 21 Rosedown Blvd., City of DeBary, County of Volusia, State of Florida 32713, has named Carmen Rosamonda as its agent to accept service of process within this state at such address.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



CARMEN ROSAMONDA
Registered Agent