



THE UNITED STATES
CORPORATION
COMPANY

P97000094898

ACCOUNT NO. : 072100000032

REFERENCE : 590152 7111432

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 5, 1997

ORDER TIME : 11:05 AM

ORDER NO. : 590152-005

CUSTOMER NO: 7111432

CUSTOMER: Mr. C. Ted French
DG DICKINSON & GIBBONS, P.A.

600002338816--2

1750 Ringling Boulevard

Sarasota, FL 34236-6859

DOMESTIC FILING

NAME: PRO GOLF OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 NOV -5 PM 12:12
97 NOV -5 AM 11:58
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SN NOV - 5 1997

ARTICLES OF INCORPORATION
OF
PRO GOLF OF FLORIDA, INC.

97 NOV -5 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name and Address. The name and address of the Corporation is: **Pro Golf of Florida, Inc., 823 Hammockwood Court, Sarasota, Florida 34232.**

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is **823 Hammockwood Court, Sarasota, Florida 34232** and the name of its initial Registered Agent at that address is **STEPHEN R. MEYER.**

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Mansour Fazilat, 823 Hammockwood Court, Sarasota, FL 34232;
Gerald C. Quatela, 823 Hammockwood Court, Sarasota, FL 34232;
Stephen R. Meyer, 823 Hammockwood Court, Sarasota, FL 34232.

Article 7. Incorporators. The name and address of the Incorporator is as follows:

Stephen R. Meyer, 823 Hammockwood Court, Sarasota, Florida 34232.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

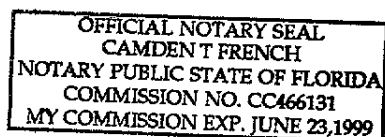
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 30th day of October, 1997.

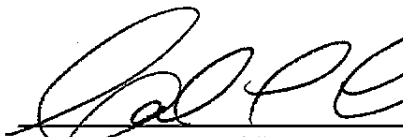

STEPHEN R. MEYER
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared **STEPHEN R. MEYER**, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 30th day of October, 1997.



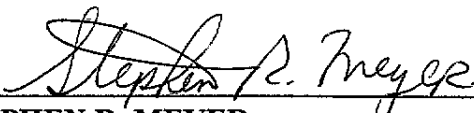

Notary Public

FILED
97 NOV -5 PM 12:12
STATE
TALAMASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **Pro Golf of Florida, Inc.**, which is contained in the foregoing Articles of Incorporation.

DATED this 30th day of October, 1997.


STEPHEN R. MEYER
Registered Agent