



Paulich, Slack & Wolff, P.A.

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November 10, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/12/97--01049--015
*****70.00 *****70.00

RE: Mercury Gold International, Inc.

Ladies/Gentlemen:

Please file the enclosed documents on behalf of Moutte Company, Inc.

1. Articles of Incorporation of Moutte Company, Inc.;
2. Check in the amount of \$70.00 payable to the Division of Corporations representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Sincerely,

PAULICH, SLACK & WOLFF, P.A.

Sonya Burke

Sonya Burke, Legal Assistant to
Thomas F. Hudgins

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 11:23

RP
11-14-97

ARTICLES OF INCORPORATION

OF

MERCURY GOLF INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

MERCURY GOLF INTERNATIONAL, INC.

The principal place of business and mailing address of this corporation shall be:

12721 Hunter's Ridge Dr.
Bonita Springs, Fl. 34135

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 1000 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

12721 Hunter's Ridge Dr.
Bonita Springs, Fl. 34135

and the name of the initial registered agent shall be:

Thomas F. Hudgins, Esq
C/O Paulich, Slack & Wolff, P.A.
2150 Goodlette Rd.
Naples, Fl. 34102

ARTICLE V **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 of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII **SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII **ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX **OFFICERS AND DIRECTORS**

This corporation shall have one (1) officer and director initially. The names and street addresses of the initial board of directors, who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Terence Gould
12721 Hunter's Ridge Dr.
Bonita Springs, Fl. 34135

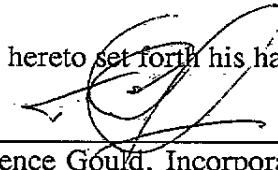
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Terence Gould
12721 Hunter's Ridge Dr.
Bonita Springs, Fl. 34135

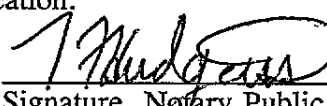
10th IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this day of November, 1997.



Terence Gould, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of November, 1997, by **Terence Gould** () who is personally known to me or () who has produced A DRIVER'S LICENSE as identification.



Signature, Notary Public



THOMAS F HUDGINS
My Commission CC427244
Expires Dec 18 1998
Bonded by HAI
800-422 1555

Thomas F. Hudgins

Print Name, Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Thomas F. Hudgins, Esq.

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