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P 97 000 103 353
December 3, 1997

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

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-12/05/97--01078--009
****122.50 ****122.50

RE: GolfProp, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$122.50. Please file the original Articles, certify the copy and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Very truly yours,


BERT A. DAVENPORT

BAD/js

Enclosures: As stated

FILED
97 DEC -5 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GolfProp, Inc.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is GolfProp, Inc.

ARTICLE TWO

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. The sale and marketing of golf equipment at both the wholesale and retail level.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 200. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

Registered Office and Agent **PRINCIPAL OFFICE**

The street address of the initial registered office of the corporation is 201 Timber Lane, Panama City, FL 32405, and the name of its initial registered agent at such address is JIM HOLSOMBAKE.

ARTICLE SIX

Directors

The number of directors constituting the initial board of directors of the corporation is 2. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Jim Holsombake	201 Timber Lane Panama City, FL 32405
Bill Bradley	902 Arthur Avenue Panama City, FL 32401

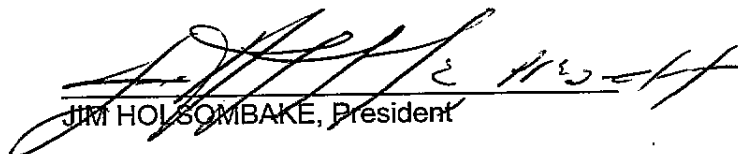
ARTICLE SEVEN

Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Jim Holsombake	201 Timber Lane Panama City, FL 32405
Bill Bradley	902 Arthur Avenue Panama City, FL 32401

Executed by the undersigned on this 2nd day of December, 1997.


JIM HOLSOMBAKE, President

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 2nd day of December, 1997, personally appeared JIM HOLSOMBAKE to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced FL. Driver's License as identification.

WITNESS my hand and official seal the date aforesaid.



Marjorie K. Harris
MY COMMISSION # CC668221 EXPIRES
July 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is GolfProp, Inc.
2. The name and address of the registered agent and office is:

JIM HOLSOMBAKE
201 Timber Lane
Panama City, FL 32405

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as

registered agent and agree to act in this 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.


JIM HOLSOMAKE, Registered Agent

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