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LAW OFFICES OF
JOHN D. SPEAR
SUNSHINE PROFESSIONAL CENTER
9200 BONITA BEACH ROAD
SUITE 204
BONITA SPRINGS, FLORIDA 34135-4278

JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

November 24, 1997

FILED
97 DEC 18 AM 11:23
TALLAHASSEE, FLORIDA
STATE
(941) 947-1102
FAX (941) 947-5055

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

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-12/01/97--01108--005
****122.50 ****122.50

RE: PRESCRIPTION GOLF, INC.

Dear Sir or Madam:

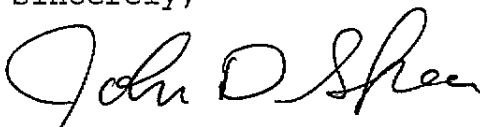
Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,


John D. Spear

JDS/sav

Enclosures

cc: Vernal R. Durand

CB
12-10-97

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

FILED
97 DEC 10 AM 11:23
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms and establishes a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is **Prescription Golf, Inc..**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:

9200 Bonita Beach Rd., Ste. 204
Bonita Springs, FL 34135

The mailing address of the Corporation is as follows:

9200 Bonita Beach Rd., Ste. 204
Bonita Springs, FL 34135

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

John D. Spear
9200 Bonita Beach Rd., Ste. 204
Bonita Springs, FL 34135

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Vernal R. Durand
9200 Bonita Beach Rd., Ste. 204
Bonita Springs, FL 34135

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

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

Vernal R. Durand
9200 Bonita Beach Rd., Ste. 204
Bonita Springs, FL 34135

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 21 day of November, 1997.


VERNAL R. DURAND, Incorporator

FILED
97 DEC 10 AM 11:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF Clay

The foregoing instrument was acknowledged before me this 21
day of November, 1997, by Vernal R. Durand. He is personally
known to me or has produced driver's license as identification.

Sally M Self
Signature of Notary Public

Sally M Self
Printed Name of Notary Public

Commission Expires:



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97 DEC 10 AM 11:23
CLAY COUNTY, FLORIDA
TALLAHASSEE, FLORIDA

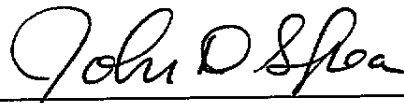
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That **PRESCRIPTION GOLF, INC.** desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at **LEE** County, State
of Florida, has named **JOHN D. SPEAR** as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-named Corporation, at the place designated in this
Certificate, the undersigned agrees to act in this capacity and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.



JOHN D. SPEAR
REGISTERED AGENT

FILED
97 DEC 10 AM 11:24
STATE
TALLAHASSEE, FLORIDA