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FLORIDA DIVISION OF CORPORATIONS  
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FAX #: (941)263-0703

NAME: GLOBAL GOLF WORKS, INC.

AUDIT NUMBER.....H98000004280

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION  
OF  
GLOBAL GOLF WORKS, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

GLOBAL GOLF WORKS, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

430 46th Court  
Vero Beach, FL 32968

THIRD: The aggregate number of shares that the Corporation is authorized to issue is as follows:

a. Fifteen Thousand (15,000) shares of common stock, and the par value of such shares shall be One Dollar (\$1.00). Par value shall have no effect on the Corporation's capital structure;

b. Of the Fifteen Thousand (15,000) shares of common stock authorized, Seven Thousand Five Hundred (7,500) shares shall be voting common stock ("Voting Common Stock"); and

c. Of the Fifteen Thousand (15,000) shares of common stock authorized, the remaining Seven Thousand Five Hundred (7,500) shares shall be non-voting common stock ("Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

Prepared by E. Steven Lauer, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101  
(941) 262-8311  
Florida Bar No. 232076

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FOURTH: The street address of the initial registered office of the Corporation is:

430 46th Court  
Vero Beach, FL 32968

and the name of the Corporation's initial registered agent at such address is:

David Bishop

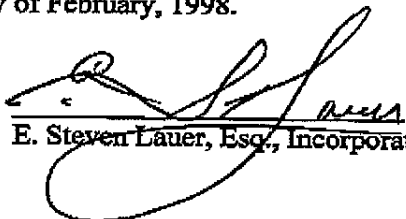
FIFTH: The name and address of the sole incorporator of the Corporation are:

E. Steven Lauer, Esq.  
3426 Ocean Drive  
Vero Beach, FL 32964-3343

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

David Bishop  
430 46th Court  
Vero Beach, FL 32968

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 28 day of February, 1998.

  
E. Steven Lauer, Esq., Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: GLOBAL GOLF WORKS, INC.
2. The name and address of the registered agent and office is:

David Bishop  
430 46th Court  
Vero Beach, FL 32968

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.

David H. Bishop  
David Bishop, Initial Registered Agent

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