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P98000021725

March 4, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

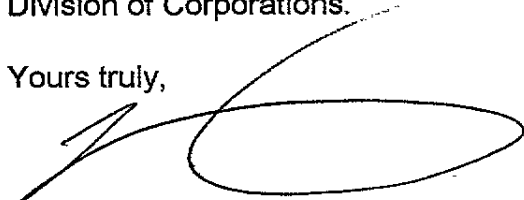
RE: U.S.A. PITCH & PUTT, INC.

300002448983--0  
-03/06/98--01027--011  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam,

Enclosed please find the appropriate form necessary to register U.S.A. Pitch & Putt, Inc. as a corporation pursuant to Florida Statutes. Also enclosed is the filing fee of \$122.50. Please provide a certificate of status upon the filing of the corporation with the Division of Corporations.

Yours truly,



Robert G. Hines, Esq.

RGH/tmp

enclosures

FILED  
98 MAR -6 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nl 3/9/98

**ARTICLES OF INCORPORATION**

**OF**

**U.S.A. PITCH & PUTT, INC.**

**FILED**

**98 MAR -6 AM 10: 09**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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:

**U.S.A. PITCH & PUTT, INC.**

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

6017 Pine Ridge Road  
Suite 103  
Naples, Florida 34105

**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 5,000 shares of common stock at no par value.

**ARTICLE IV**  
**REGISTERED AGENT**

Initial registered office of the corporation shall be:

**4532 TAMIAMI TRAIL EAST  
SUITE 402  
NAPLES, FLA. 34112**

and the name of the initial registered agent shall be:

**ROBERT G. HINES**

**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**

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 are:

**ROBERT G. HINES**  
4532 East Tamiami Trail  
Suite 402  
Naples, Florida 34112

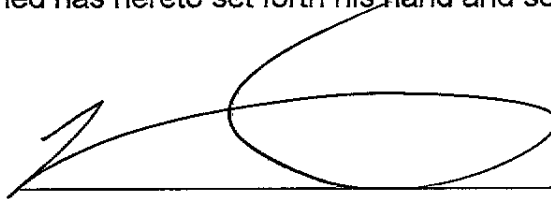
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

**ARTICLE X**  
**INCORPORATOR**

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


**ROBERT G. HINES**  
**4532 TAMiami TRAIL EAST**  
**SUITE 402**  
**NAPLES, FLORIDA 34112**

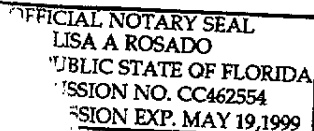
***IN WITNESS WHEREOF***, the undersigned has hereto set forth his hand and seal on this 4th day of March, 1998.

  
\_\_\_\_\_  
**ROBERT G. HINES**  
Incorporator

**STATE OF FLORIDA**  
**COUNTY OF COLLIER**

The foregoing Articles were acknowledged before me this 4th day of March, 1998, by ROBERT G. HINES who is:  
(CHECK ONE)                    ( ☒ ) Personally known to me, or  
  (    ) who has produced \_\_\_\_\_ as identification,  
and who did take an oath.

  
\_\_\_\_\_  
Print Name: LISA A. ROSADO  
**NOTARY PUBLIC**, State of Florida at Large  
My Commission number is: CC 462554  
My Commission expires: May 19, 1999



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.



ROBERT G. HINES

FILED

98 MAR -6 AM 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA