



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 733041 83925A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 9, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 733041-005

CUSTOMER NO: 83925A

CUSTOMER: Richard T. Morehead, Esq  
RICHARD T. MOREHEAD, PA

920 3rd Street, Suite C

Neptune Beach, FL 32266

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 PM 1:40

DOMESTIC FILING

NAME: CLUB KEY FLORIDA, INC.

EFFECTIVE DATE:

100002450361--6  
-03/09/98-01041-018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED  
98 MAR -9 AM 11:23  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**CLUB KEY FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:40

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is CLUB KEY FLORIDA, INC.

**ARTICLE II**

**COMMENCEMENT AND DURATION**

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of engaging in the business of selling golf discount membership programs and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1015 Atlantic Blvd., Suite 437, Atlantic Beach, Florida 32233, and the name of the initial registered agent of this corporation at that address is Donnie Wanstall.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Carol Wanstall  
1723 Ocean Grove Drive  
Atlantic Beach, FL 32233

Don Hollenback  
13706 Longs Landing Road West  
Jacksonville, FL 32225

## ARTICLE VII

### INCORPORATOR

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

Donnie Wanstall  
1723 Ocean Grove Drive  
Atlantic Beach, FL 32233

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

## ARTICLE IX

### INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

CAROL WANSTALL	51 SHARES
DON HOLLENBACK	49 SHARES

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation.

The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

## ARTICLE X

### OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors and elected or appointed and have qualified are as follows:

DONNIE WANSTALL  
President/Secretary/Treasurer  
1723 Ocean Grove Drive  
Atlantic Beach, Florida 32233

## ARTICLE XI

### SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

## ARTICLE XII

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

## ARTICLE XIII

### POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 1015 Atlantic Boulevard, Suite 437, Atlantic Beach, FL 32233.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

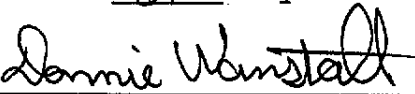
Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of March, 1998.

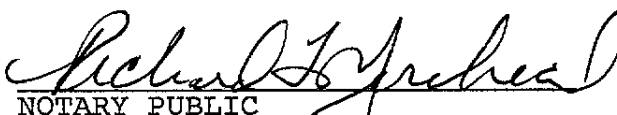
  
DONNIE WANSTALL

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **DONNIE WANSTALL**, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

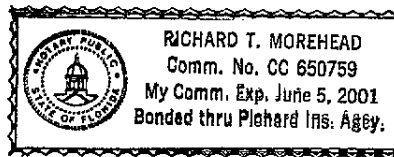
WITNESS my hand and official seal this 6th day of March, 1998 at Neptune Beach, Duval County, Florida.



NOTARY PUBLIC

STATE OF FLORIDA

My Commission expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR -9 PM 1:40

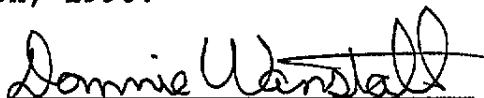
WITNESSETH

That CLUB KEY FLORIDA, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville Beach, Florida, has named **DONNIE WANSTALL**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of CLUB KEY FLORIDA, INC. to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 6th day of March, 1998.

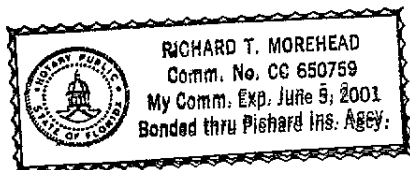
  
DONNIE WANSTALL  
Registered Agent

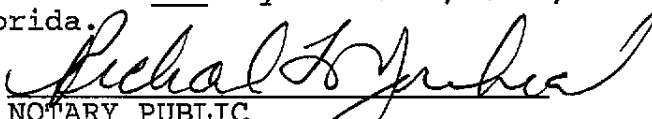
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **DONNIE WANSTALL**, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 6th day of March, 1998, at Neptune Beach, Duval County, Florida.



  
NOTARY PUBLIC  
STATE OF FLORIDA  
My commission expires: