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JERRI M. BLANEY, P.A.
— PROFESSIONAL ASSOCIATION —

11380 PROSPERITY FARMS ROAD
SUITE 203
PALM BEACH GARDENS, FLORIDA 33410

FLORIDA BAR
BOARD CERTIFIED
WILLS, TRUSTS
& ESTATES LAWYER

TELEPHONE
(561) 624-0291

FACSIMILE
(561) 624-0287

March 19, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir:

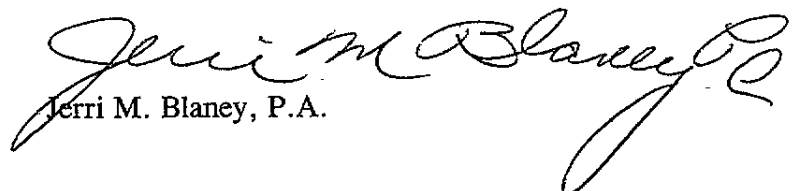
Please file the enclosed Articles of Incorporation establishing U.S.A. Golf Challenge, Inc., and send me a certified copy of the Articles of Incorporation. Enclosed is a check for \$122.50 for the following:

Filing Articles of Incorporation	\$35.00
Designation of an Acceptance by Residence Agent	\$35.00
Certified Copy of the Articles of Incorporation	\$52.50
Total	\$122.50

Thank you for your assistance with this matter.

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****122.50 ****122.50

Very truly yours,


Jerri M. Blaney, P.A.

JMB:rmp
Enclosures

Dmp
3/23/98

FILED
98 MAR 23 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
USA COMPANY GOLF CHALLENGE, INC.

FILED

98 MAR 23 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is USA COMPANY GOLF CHALLENGE, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and shall have all the powers corporations may hold under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000 common shares, par value \$1.00 per share.

The minimum amount of paid-in capital with which the corporation will begin business shall not be less than One Thousand (\$1,000.00) Dollars.

The shareholders of the corporation shall have preemptive rights.

ARTICLE FIVE

The street address of the initial corporate office of the corporation is 122 Country Club Drive, Royal Palm Beach, Florida 33411. The mailing address of the corporate office is 122 Country Club Drive, Royal Palm Beach, Florida 33411.

ARTICLE SIX

The name of the initial resident agent for this corporation to accept service of process within the State of Florida is Miguel Guzman, 11211 Prosperity Farms Road, A102, Palm Beach Gardens, Florida 33410-3453.

ARTICLE SEVEN

The name of the incorporator of this corporation is Peter Glancy, 2 Duke Street, St. James, London SW1Y 6JB.

Said incorporator is over the age of eighteen (18) years and is sui juris.

ARTICLE EIGHT

Two (2) directors shall constitute the initial Board of Directors of the corporation, but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

The names and mailing addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Peter Glancy	2 Duke Street St. James, London SW1Y 6JB
Charles Carter	2 Duke Street St. James, London SW1Y 6JB

ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The names and mailing addresses of the initial officers of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Peter Glancy	2 Duke Street St. James, London SW1Y 6JB	President
Charles Carter	2 Duke Street St. James, London SW1Y 6JB	Chairman

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 14th day of February, 1998.


Peter Glancy, Incorporator

11-DEC-1997 16:32 FROM ABC COMMERCIAL TO ##86276#3701776# P.05/06

COUNTRY
COUNTY OF ENGLAND
CITY
STATE OF LONDON

Before me, the undersigned authority, personally appeared Peter Glancy, known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-named county and state this 17 day of February 1998

C. Colombot
Signature of Notary *Seal in back of folder*

C. COLOMBOT
Printed Name of Notary

My Commission Expires: N/A

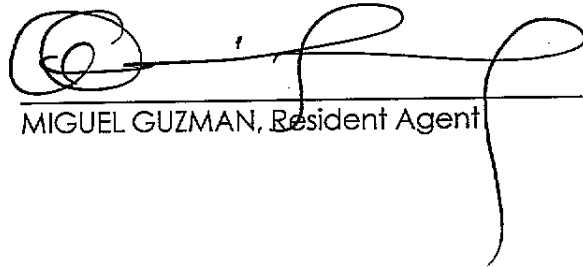
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ACCEPTANCE OF RESIDENT AGENT

98 MAR 23 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby acknowledge that I am familiar with and hereby accept the duties and responsibilities as Registered Agent for USA COMPANY GOLF CHALLENGE, INC., a Florida Corporation.

A handwritten signature in black ink, appearing to read 'Miguel Guzman', is written over a horizontal line. The signature is stylized with a large initial 'M' and a long, sweeping tail.

MIGUEL GUZMAN, Resident Agent