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K & K Accounting & Tax Service, Inc.
4700 North State Road 7
Suite 221
Fort Lauderdale, Florida 33319
(305) 485-5252

March 15, 1998

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

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-03/26/98--01031--012
*****70.00 *****70.00

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **BILL JOHNSON GOLF SHOP, INC.** and the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax



Donna Kent
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 26 AM 10:32

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98 MAR 26 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BILL JOHNSON GOLF SHOP, INC.

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:

BILL JOHNSON GOLF SHOP, INC.

2. The period of its duration is **perpetual**.

3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

**WILLIAM E. JOHNSON - SS# 028-22-4892
16725 HIGHWAY 441 SOUTHEAST
SUMMERFIELD, FLORIDA 34491**

7. The number of directors constituting its initial board of Directors is three (3), whose names and addresses are as follows:

**WILLIAM E. JOHNSON - SS# 028-22-4892
319 SANTA CLARA CIRCLE
LADY LAKE, FLORIDA 33159**

**JEAN JOHNSON - SS# 226-44-4261
319 SANTA CLARA CIRCLE
LADY LAKE, FLORIDA 33159**

**WILLIAM M. NEMSER - SS# 223-74-9868
410 PARK LANE
EUSTIS, FLORIDA 32726**

8. The names and addresses of the initial incorporators are as follows:

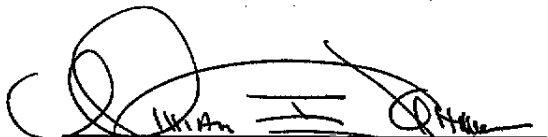
WILLIAM E. JOHNSON - 334 Shares
319 SANTA CLARA CIRCLE
LADY LAKE, FLORIDA 33159

JEAN JOHNSON - 333 Shares
319 SANTA CLARA CIRCLE
LADY LAKE, FLORIDA 33159


WILLIAM M. NEMSER - 333 Shares
410 PARK LANE
EUSTIS, FLORIDA 32726

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: MARCH 25, 1998, 1998.


WILLIAM E. JOHNSON
Registered Agent

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98 MAR 26 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



WILLIAM E. JOHNSON
Incorporator



JEAN JOHNSON
Incorporator



WILLIAM M. NEMSER
Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 25th DAY OF March, 1998.

STATE OF FLORIDA }

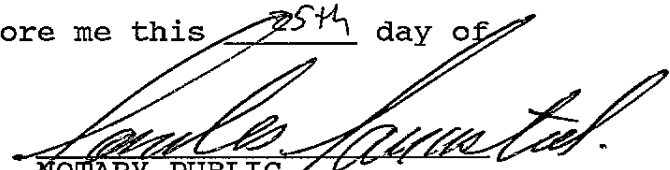
SS# 028-22-4892

COUNTY OF BROWARD }

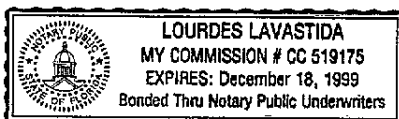
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared **WILLIAM E. JOHNSON, JEAN JOHNSON and WILLIAM M. NEMSER**, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of **WILLIAM E. JOHNSON, JEAN JOHNSON and WILLIAM M. NEMSER**.

SWORN TO AND SUBSCRIBED before me this 25th day of March, 1998.

My Commission Expires:



NOTARY PUBLIC
STATE OF FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA