

LAW OFFICES
WOLF & SHORT

PROFESSIONAL ASSOCIATION

CENTURY CITY EXECUTIVE COMPLEX

3733 UNIVERSITY BOULEVARD, WEST, SUITE 203

JACKSONVILLE, FLORIDA 32217

FREDERICK R. SHORT, JR.
WAYNE WOLF

(904) 731-1111

TELECOPIES (904) 731-1117

INCORPORATION
WILLS, TRUSTS & ESTATE PLANNING
CORPORATION & BUSINESS LAW

P9800029905

January 6, 1997

*Return to
TIA #599*

Barbara Keys
Leon Branch
Attorney's Title Fund, Inc.
660 E. Jefferson Street, Suite 200
Tallahassee, FL 32301

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****122.50 ****122.50

Re: Good-Shot Golf Corporation

Dear Barbara:

Enclosed for filing with the Secretary of State are duplicate original Articles of Incorporation of Good-Shot Golf Corporation.

Also enclosed is our firm check payable to the Florida Department of State in the amount of \$122.50 to cover the following:

Filing fee Articles of Incorporation	\$35.00
Filing fee Designation of Registered Agent	35.00
Certified Copy	52.50
	\$122.50

When these Articles have been filed, please return a certified copy to the undersigned.

Thanking you, I am

Very sincerely yours,

WOLF & SHORT, P.A.

By *F. R. Short, Jr.*
Frederick R. Short, Jr.

FRS/mm
Enclosures

4/1/98

RECEIVED
98 APR 14 AM 9:57
DIVISION OF CORPORATION
FILED
98 APR - 12 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOOD-SHOT GOLF CORPORATION

98 APR - 1 PM 12:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I
Name

The name of this Corporation is GOOD-SHOT GOLF CORPORATION.

ARTICLE II
Principal Office

The principal office of this corporation shall be 7053 Salk Avenue, Jacksonville, Florida 32210.

ARTICLE III
Duration

This corporation shall have perpetual existence.

ARTICLE IV
Purposes and Powers

The nature and purposes of the business to be carried on by GOOD-SHOT GOLF CORPORATION, are to engage in the marketing, retail, wholesale and sale of golf equipment, and in any activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall have all powers of a general corporation for profit under Chapter 607, Florida Statutes, or any amendment thereto.

ARTICLE V
Capital Stock

The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000,000 shares of common capital stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7053 Salk Avenue, Jacksonville, Florida 32210., and the name of the initial registered agent of this corporation at this address is Jackie S. Walker.

ARTICLE VII
Exercise of Corporate Power

All corporate powers, including setting officers' salaries, shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors as provided in the By-Laws. The initial Board of Directors shall consist of one Director and the initial Director will be:

Jackie S. Walker

7053 Salk Avenue
Jacksonville, FL 32210

ARTICLE VIII
Incorporator

The name and address of the individuals signing these Articles are:

Jackie S. Walker

7053 Salk Avenue
Jacksonville, FL 32210

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the extent permitted by law.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

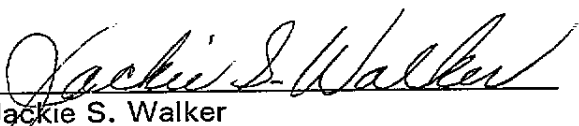
ARTICLE XII
Restriction on Transfer of Shares

No shareholder shall transfer or encumber his shares during his lifetime to any person not a shareholder in the corporation unless the transferring shareholder first obtains in writing the unanimous consent of the remaining shareholders.

ARTICLE XIII
Effective Date

These Articles of Incorporation shall become effective on April 1, 1998.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of March, 1998.



Jackie S. Walker
Incorporator

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

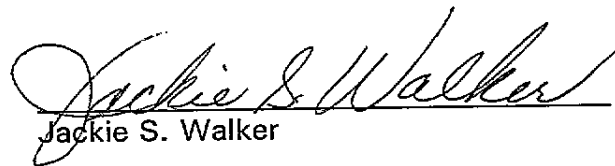
MARCH 30, 1998

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

GOOD-SHOT GOLF CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Jacksonville, County of Duval, State of Florida, has named Jackie S. Walker, located at 7053 Salk Avenue, Jacksonville, Florida 32210, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.


Jackie S. Walker

FILED
98 APR -1 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA