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THE UNITED STATES
CORPORATION
COMPANY

98 APR 10 AM 8:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 777956 9575A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjot

ORDER DATE : April 10, 1998

ORDER TIME : 2:34 PM

ORDER NO. : 777956-005

500002485805--7

CUSTOMER NO: 9575A

CUSTOMER: C. Ted French, Esq.
DICKINSON & GIBBONS, P A

1750 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: RIP'S GOLF & DRIVING RANGE,
INC.

EFFECTIVE DATE:

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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
98 APR 10 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 10 PM 4:11
DIVISION OF CORPORATION

P. Hall

APR 13 1998

ARTICLES OF INCORPORATION
OF
RIP'S GOLF & DRIVING RANGE, INC.

FILED
98 APR 10 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name and Address. The name and address of the Corporation is: **RIP'S Golf & Driving Range, Inc., 8154 North Tamiami Trail, Sarasota, Florida 34243.**

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is **1750 Ringling Boulevard, Sarasota, Florida 34236**, and the name of its initial Registered Agent at that address is **C. Ted French**.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

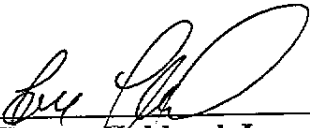
Richard Hubbard, Jr., 8154 North Tamiami Trail, Sarasota, FL 34243;
Richard Hubbard, III, 8154 North Tamiami Trail, Sarasota, FL 34243;
Thomas Hubbard, 8154 North Tamiami Trail, Sarasota, FL 34243.

Article 7. Incorporators. The name and address of the Incorporator is as follows:

Thomas Hubbard, 8154 North Tamiami Trail, Sarasota, FL 34243.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8 day of April, 1998.


Thomas Hubbard, Incorporator

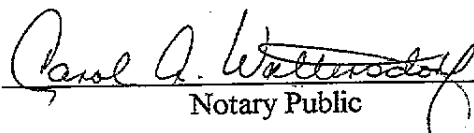
**STATE OF FLORIDA
COUNTY OF SARASOTA**

Before me personally appeared **Thomas Hubbard**, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 8th day of April, 1998.




CAROL A. WALTERSDORF
My Commission CC430198
Expires Dec. 28, 1998
Bonded by HAI
800-422-1555


Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **RIP'S Golf & Driving Range, Inc.**, which is contained in the foregoing Articles of Incorporation.

DATED this 8TH day of April, 1998.


C. Ted French
Registered Agent

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TALLAHASSEE, FLORIDA