

P98000035979

GOLF PROMO USA INC.

6700 EAST CALUMET CIRCLE, LAKE WORTH, FL 33467
PH# (561) 439-4110

APRIL 7, 1998

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL. 32301

100002484981--1
-04/10/98--01060--004
***122.50 ***122.50

RE: ARTICLES OF INCORPORATION

DEAR SIR OR MADAM:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION ON THE ABOVE REFERENCED CORPORATION, AS WELL AS A CHECK IN THE AMOUNT OF \$122.50 PAYABLE TO THE SECRETARY OF STATE TO COVER THE FOLLOWING EXPENSES:

EFFECTIVE DATE
4-7-98

- | | | |
|----|------------------|---------|
| 1. | FILING FEE | \$35.00 |
| 2. | CERTIFIED COPY | \$52.50 |
| 3. | REGISTERED AGENT | \$35.00 |

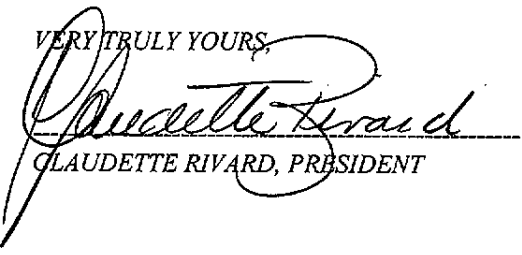
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TOTAL \$122.50

PLEASE FORWARD THE CERTIFICATE OF INCORPORATION AND CERTIFIED COPY OF THE ARTICLES OF INCORPORATION FOR OUR FILE.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

VERY TRULY YOURS,


CLAUDETTE RIVARD, PRESIDENT

FILED
98 APR 10 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-21-98
B

ARTICLES OF INCORPORATION

OF

GOLF PROMO USA INC.

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be GOLF PROMO USA INC.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of PROMOTION

, and other lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of 1000 shares of common stock of \$1.00 par value, fully paid and nonassessable.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this Corporation shall be 6700 E. Calumet Circle, Lake Worth, Florida 33467

and the name of the initial Registered Agent of this Corporation shall be CLAUDETTE RIVARD.

THE REGISTERED OFFICE IS THE SAME AS THE PRINCIPAL ADDRESS.

EFFECTIVE DATE
4-7-98

FILED
98 APR 10 AM 11:16
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall initially have ONE (1) Directors. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than ONE (1). The names and addresses of the initial Directors are:

CLAUDETTE RIVARD, 6700 East Calumet Circle, Lake Worth, Florida 33467

ARTICLE VI

SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

1. The time and place of the annual Shareholder's meeting and the Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and

provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that anyone or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or Jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of

the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

ARTICLE VII

OFFICERS

The Officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be:

CLAUDETTE RIVARD, PRESIDENT

ARTICLE VIII

INCORPORATORS

The names and addresses of the Incorporators are:

CLAUDETTE RIVARD, 6700 East Calumet Circle, Lake Worth, Florida 33467

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and


all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

COMMENCEMENT

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.167, provided that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have subscribed to these Articles of Incorporation this 7th day of April, 1998.

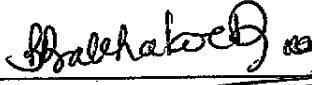


CLAUDETTE RIVARD, Incorporator

_____, Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 7 day of APRIL, 1998, by CLAUDETTE RIVARD are personally known to me and who took and oath.



NOTARY PUBLIC: STATE OF FLORIDA


My commission expires:



B. PRABHAKER RAO
COMMISSION # CC 425098
EXPIRES DEC 7, 1998
BONDED THRU
ATLANTIC BONDING CO. INC.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 7th day of April, 1998.


CLAUDETTE RIVARD

Registered Agent

FILED
98 APR 10 AM 11:16
STATE
TALLAHASSEE, FLORIDA