

P98000050401

PGA TOUR

112 TPC Boulevard
Ponte Vedra Beach, Florida 32082
904-285-3700



Gayle S. Reinsch
Staff Attorney

June 2, 1998

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: First Coast Guest Services, Inc.

Dear Madam or Sir:

Enclosed for filing please find two originally executed copies of the Articles of Incorporation for First Coast Guest Services, Inc. We request that you return a certified copy of the document to:

Gayle S. Reinsch, Esq.
112 PGA TOUR Boulevard
Ponte Vedra Beach, Florida 32082

We have also enclosed the requisite filing fee of \$122.50 made payable to the Florida Department of State.

100002546631--8
-06/03/98-01098-008
****122.50 ****122.50

Thank you for your attention to this matter.

Very truly yours,

Gayle S. Reinsch

Gayle S. Reinsch

FILED
98 JUN -3 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



OS
6-5-98

ARTICLES OF INCORPORATION
OF
FIRST COAST GUEST SERVICES, INC.

FILED
98 JUN -3 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I

Section 1.1. Name. The name of the corporation is First Coast Guest Services, Inc.

Article II

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

Article III

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 200 shares of common stock having a par value of one dollar (\$1.00) per share.

Article V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is Odom's Mill, 140 Mill Cove Lane, Ponte Vedra Beach, FL 32082 and the name of the initial registered agent at that address is Mitti H. Daniel.

Article VI

Directors

Section 6.1. Number. This corporation shall have two (2) directors initially. 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.

Section 6.2 Initial Directors. The names and street addresses of the members of the first Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Brenda G. Starks	8124 Seven Mile Drive Ponte Vedra Beach, Florida 32082
Mitti H. Daniel	Odom's Mill 140 Mill Cove Lane Ponte Vedra Beach, Florida 32082

Section 6.3. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time as set forth in the bylaws.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Gayle S. Reinsch
112 PGA TOUR Boulevard
Ponte Vedra Beach, Florida 32082

Article IX

Amendment

Section 9.1. Amendment. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred upon the directors, officers and shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 2nd day of June, 1998.

Gayle S. Reinsch
Gayle S. Reinsch

STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me by Gayle S. Reinsch, personally known by me, this 2nd day of June, 1998.

Deborah L. Shearer
Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is First Coast Guest Services, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Mitti H. Daniel
Odom's Mill
140 Mill Cove Lane
Ponte Vedra Beach, Florida 32082

Date: June 2, 1998

Gayle S. Reinsch
Gayle S. Reinsch
Its: Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Mitti H. Daniel
Mitti H. Daniel
Date: June 2, 1998

FILED
98 JUN -3 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA