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June 17, 1998

VIA FEDERAL EXPRESS
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-06/18/98--01054--017
*****70.00 *****70.00

RE: PALM BAY GOLF CLUB, INC.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned.

Also enclosed is our check in the amount of \$70 to cover your filing fee.

Thank you for your assistance in this matter.

Sincerely,



Rose K. Rayner
Legal Assistant to
Patrick F. Healy, Esq.

FILED
98 JUN 18 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/rr
Enclosures

6-22-98

ARTICLES OF INCORPORATION
OF
PALM BAY GOLF CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is PALM BAY GOLF CLUB, INC.

ARTICLE II

The existence of the corporation shall begin on the filing of these articles.

ARTICLE III

The street address of the principal office of the corporation is 3375 Emerson Drive, Palm Bay, Florida 32907.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 5,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the corporation is PATRICK F. HEALY, ESQ. whose address is 700 S. Babcock Street, Suite 400, Melbourne, Florida 32901.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Milton D. Petrides	5380 N. Ocean Drive, Suite 10H Singer Island, FL 33404
James Fraser	1855 Cates Road McKee City, NJ 08232

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 TALLAHASSEE, FLORIDA

ARTICLE VII


The name and street address of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Patrick F. Healy, Esq.	700 S. Babcock Street, Suite 400 Melbourne, FL 32901

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

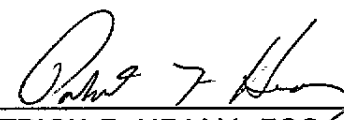
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17 day of June, 1998.



 Patrick F. Healy, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PALM BAY GOLF CLUB, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



 PATRICK F. HEALY, ESQ.

Date: June 17, 1998