

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000002909

Tour of Champions, Inc.

800002586618--9
-07/13/98--01058--023
****122.50 ****122.50

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
 98 JUL 16 PM 3:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 98 JUL 13 AM 11:51
 DIVISION OF CORPORATIONS

Signature _____

Requested by: Cher 7.13 1023
 Name Date Time

Walk-In _____ Will Pick Up _____

98 7-16-98



FLORIDA DEPARTMENT OF STATE JUL 16 AM 11:49
Sandra B. Mortham
Secretary of State DIVISION OF CORPORATION

July 13, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: TOUR OF CHAMPIONS, INC.
Ref. Number: W98000015792

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98 JUL 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TOUR OF CHAMPIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The "consent to use" the name is not sufficient approval to file the document. In order to comply with F.S. Chapter 607, a notarized affidavit must be submitted.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 698A00037192

Corrected

AFFIDAVIT

OF

NORMAN G. BECKER

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98 JUL 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

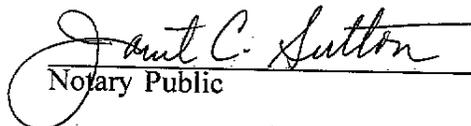
COMES NOW BEFORE ME, the undersigned authority, NORMAN G. BECKER, who being duly cautioned and sworn, deposes and says:

1. I am the President of TOUR OF CHAMPIONS, INC., a dissolved Florida corporation (the "Dissolved Corporation").
2. Prior to such dissolution, I, acting on behalf of the Tour of Champions, Inc., consented in writing to the transfer of the name, TOUR OF CHAMPIONS, INC., to a new corporation to be formed under the same name, upon dissolution of the old corporation.
3. Neither I nor the Dissolved Corporation have a present intent or any other intent to revoke the Articles of Dissolution of the Dissolved Corporation.
4. I am making this affidavit to allow the new corporation to use and have the name: TOUR OF CHAMPIONS, INC.

FURTHER AFFIANT SAITH NAUGHT.


Norman G. Becker

Sworn to under penalty of perjury and subscribed to before me by NORMAN G. BECKER, who is personally known to me ~~or produced~~ _____ as ~~identification~~ and who took an oath, this 15th day of July, 1998.


Notary Public



Janet C Sutton
My Commission CC636790
Expires April 08, 2001

CONSENT TO USE AND
ASSIGNMENT OF RIGHTS TO NAME 'TOUR OF CHAMPIONS'

COPY

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98 JUL 16 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

1. That TOUR OF CHAMPIONS, INC., a corporation in liquidation and to be dissolved, party of the first part,

A. in consideration of certain agreements between the shareholder of the party of the first part and a new corporation to be formed to take on and further the business of promoting, marketing and operating certain golf tournaments,

B. enters this assignment with and to the said new corporation to be formed, which is to be named TOUR OF CHAMPIONS, INC., party of the second part, at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, hereby:

1. grants, bargains, sells, assigns, transfers and sets over unto the said party of the second part ALL RIGHTS TO USE THE

NAME: **"TOUR OF CHAMPIONS"** and all marketing, trade mark, promotional and all other related rights, incidents of ownership, prior use and future use;

WUPY

2. assigns, sets over, transfers and conveys unto the said party of the second part all documents, plans, ideas, concepts and related personal property that is in the hands of first party and that relates to the business known as the **"TOUR OF CHAMPIONS"** now made, executed or delivered, whether written or verbal, or to be hereafter made, be the same written or verbal.

C. Consents to the use of the name: **"TOUR OF CHAMPIONS"** by the second party.

D. Warrants that:

1. it is the lawful owner of the rights assigned hereby;
2. the rights assigned here are free from all encumbrances, liens and claims;
3. it has the authority to make this Assignment;

4. there are no outstanding proceedings against party of
the first part which would preclude the perfection of this Assignment; and
that

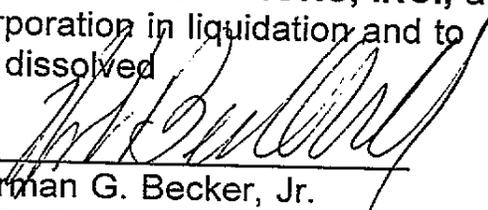
5. it has made no prior assignment of the rights assigned
hereby.

Party of the second part accepts the above Assignment as of the
effective date of this Assignment.

IN WITNESS WHEREOF, the parties to this agreement have this
agreement effective this day of July, 1998.

Party of the first part:

TOUR OF CHAMPIONS, INC., a
corporation in liquidation and to
be dissolved

by: 
Norman G. Becker, Jr.
as its President

Party of the second part:

TOUR OF CHAMPIONS, INC., a
Florida corporation to be formed

by: 
John J. Murphy, Jr.,
as its Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

TOUR OF CHAMPIONS, INC.

ARTICLE II

The principal office of this corporation shall be Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III

The amount of capital stock authorized by this corporation shall be 100,000 shares with a par value of \$.001 per share.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

NORMAN G. BECKER
1720 South Orange Avenue
Orlando, Florida 32806

JOHN J. MURPHY, JR.
2d Floor Clubhouse
2105 Howell Branch Road
Maitland, Florida 32751

ARTICLE VI

The name and street address of the incorporator is:

NORMAN G. BECKER
1720 South Orange Avenue
Orlando, Florida 32806

ARTICLE VII

THOMAS V. INFANTINO, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.

ARTICLE IX

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or

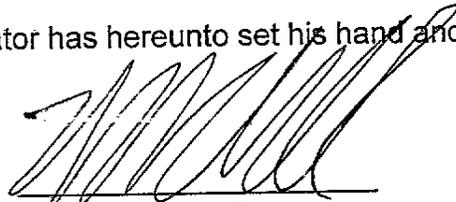
ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on June 29, 1998.

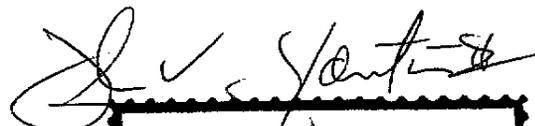


Norman G. Becker

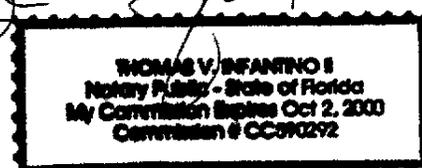
STATE OF FLORIDA:
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, NORMAN G. BECKER, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on June 29, 1998.



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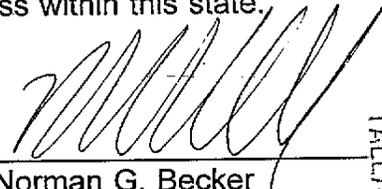


THOMAS V. INFANTINO
Notary Public - State of Florida
My Commission Expires Oct 2, 2000
Commission # CC90292

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the corporation submits:

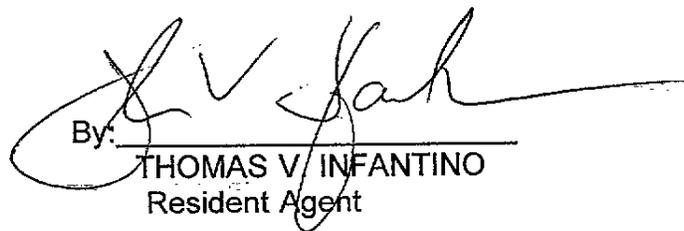
That TOUR OF CHAMPIONS, INC., a corporation organized under the laws of the State of Florida, has named THOMAS V. INFANTINO, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, County of Orange, State of Florida, as its agent to accept service of process within this state.

By: 
Norman G. Becker
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: 
THOMAS V. INFANTINO
Resident Agent