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FLORIDA DIVISION OF CORPORATIONS

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FROM: NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
073222003555

ACCT#:

CONTACT: MICHELE M PARCELLS
PHONE: (561) 686-3307
(561) 686-5442

FAX #:

NAME: DMS GOLF CORP.

AUDIT NUMBER.....H98000013265

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
DMS GOLF CORP.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation 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:

DMS GOLF CORP.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

2599 N.W. 63rd Street
Boca Raton, FL 33496-2030

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

Mark A. Pachman (FL Bar No. 0486299)
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Mark A. Pachman

ARTICLE VBOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VIINCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Mark A. Pachman	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33041

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ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this

Corporation is:

Name

Street Address

Dominick M. Seminara

2599 N.W. 63rd Street
Boca Raton, Florida 33496-2030

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this
17th day of July, 1998.

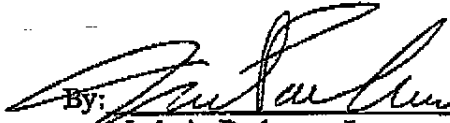

_____, Incorporator
Mark A. Pachman

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**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, DMS Golf Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Mark A. Pachman located thereat as its registered agent to accept service of process within this State.

By: 
Mark A. Pachman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Mark A. Pachman, Registered Agent

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