

7/27/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: PALM GOLF INTERNATIONAL INC.

AUDIT NUMBER.....H98000013823

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
PALM GOLF INTERNATIONAL INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PALM GOLF INTERNATIONAL
INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The stock of this corporation consists of two classes,
namely:

(1) Class A stock, consisting of 9,000 shares nonvoting
preferred stock, each having \$10.00 par value.

Owners of Class A stock shall not be entitled to receive
notice of meeting nor exercise any voting rights.

(2) Class B stock, consisting of 1,000 shares voting common
stock, with \$10.00 par value each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is
Hanna Rabenseifner, 905 Brickell Bay Dr. #1831, Miami, FL 33131.

THIS DOCUMENT WAS PREPARED BY:

HANNA RABENSEIFNER, ESQ., 905 Brickell Bay Dr. #1831, Miami, FL
33131, FL Bar No. 750281; (305) 358-8575

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ARTICLE VI - PRINCIPAL OFFICE

The principal office is located at c/o Hanna Rabenseifner, 305 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is KARSTEN MEWS, of c/o Hanna Rabenseifner, Esq., 305 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall fully indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is KARSTEN MEWS, of c/o Hanna Rabenseifner, 305 Brickell Bay Dr. #1831, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of July, 1998.


KARSTEN MEWS

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE

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PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF HER DUTIES.

DATED THIS 26TH DAY OF JULY, 1998.

Hanna Rabenseifner
HANNA RABENSEIFNER

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the State and
County set forth above, personally appeared KARSTEN MEWS, known
to me as the person who, as Incorporator, executed the foregoing
Articles of Incorporation of PALM GOLF INTERNATIONAL INC. and
acknowledged before me that he executed those Articles of
Incorporation. He is personally known to me or produced German Passport
* 5140458083 as identification and took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affix
my seal this 26th day of July, 1998.

Hanna Rabenseifner
Notary Public



Hanna C. Rabenseifner
MY COMMISSION # 00605337 EXPIRES
December 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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