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LEIBY CONSTRUCTION LAW FIRM

PROFESSIONAL ASSOCIATION

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July 27, 1998

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***122.50 ***122.50

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

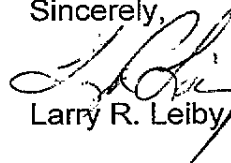
RE: Articles of Incorporation for The Golfman Group, Inc.

Gentlemen:

Enclosed herewith are original and one copy of Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$122.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Sincerely,


Larry R. Leiby

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APPROVED
AND
FILED
98 JUL 31 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 4 1998

ARTICLES OF INCORPORATION

OF

THE GOLFMAN GROUP, INC.

ARTICLE I
CORPORATE NAME

The name and mailing address of this Corporation shall be:

THE GOLFMAN GROUP, INC., Suite 304, 8551 W. Sunrise Boulevard, Plantation, FL 33322.

ARTICLE II
NATURE OF CORPORATE BUSINESS

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

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

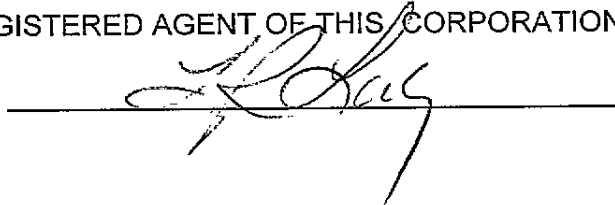
The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

LARRY R. LEIBY
and the registered post office address is:

8551 W. Sunrise Boulevard, Suite 304
Plantation, FL 33322

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.

A handwritten signature in dark ink, appearing to read "Larry R. Leiby", is written over a horizontal line.

APPROVED
AND
FILED
98 JUL 31 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than 1 Director(s) at any time.

ARTICLE VI
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

LARRY R. LEIBY, Suite 304, 8551 W. Sunrise Boulevard, Plantation, FL 33322.

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

LEIBY DISPUTE RESOLVERS, INC., Suite 304, 8551 W. Sunrise Boulevard, Plantation, FL 33322.

ARTICLE VIII
COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



Larry R. Leiby, as president of LEIBY
DISPUTE RESOLVERS, INC., Incorporator

STATE OF FLORIDA)

ss:

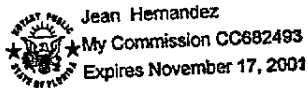
COUNTY OF BROWARD)

BE IT REMEMBERED that on this day before me, a notary public authorized in the State and County named above to take acknowledgments, personally appeared Larry R. Leiby to me personally known to be the person described as the president of the Incorporator in the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal, at Broward County, State of Florida, this 27th day of July, 1998.

Jean Hernandez
NOTARY PUBLIC

My Commission Expires:



APPROVED
AND
FILED
98 JUL 31 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA