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TO: DIVISION OF CORPORATIONS

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NAME: PITCH & PUTT U.S.A., INC.

AUDIT NUMBER.....H98000014849

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PITCH & PUTT U.S.A., INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

PITCH & PUTT U.S.A., INC. shall be the name of this corporation, and the mailing address and its principal office shall be: 9091 86th Avenue North, Seminole, Florida 33777.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

Pre-Emptive Rights Option:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares which the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his pre-emptive rights.

**This Instrument Prepared By:**

Jack J. Geller, Esq.  
2560 Gulf to Bay Boulevard, Suite 300  
Clearwater, FL 33765  
727-799-4840  
Florida Bar No. 243991

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This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation

#### ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 9091 86th Avenue North, Seminole, Florida 33777, and the name of the initial registered agent of the corporation at that address is: THOMAS H. HRITSKO. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

#### ARTICLE V - INITIAL INCORPORATOR

<u>Incorporators</u>	<u>Address</u>
THOMAS H. HRITSKO	9091 86th Avenue North Seminole, Florida 33777

#### Effective Date Option:

#### ARTICLE VII - EFFECTIVE DATE

The effective date of this Corporation is August 11, 1998.

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for PITCH & PUTT U.S.A., INC. and acknowledge the same under the laws of the State of Florida, this 11th day of August, 1998.



THOMAS H. HRITSKO  
Incorporator and Registered  
Agent

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