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BEGGS & LANE

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August 6, 1998

E. DIXIE BEGGS

Retired

BERT H. LANE

1917-1981

ROBERT P. GAINES  
W. SPENCER MITCHEM  
JAMES M. WEBER  
ROBERT L. CRONGEYER  
JOHN F. WINDHAM  
J. NIXON DANIEL, III  
RALPH A. PETERSON  
GARY B. LEUCHTMAN  
JOHN P. DANIEL  
JEFFREY A. STONE  
JAMES S. CAMPBELL  
RUSSELL F. VAN SICKLE  
RUSSELL A. BADDERS  
GARY W. HUSTON  
MARY JANE THIES  
DAVID L. MCGEE  
CHARLES T. WIGGINS

Corporate Records Bureau  
Division of Corporations  
Department of State  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32301

100002622301--5  
-08/21/98--01092--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: E D H Development Corp.

Gentlemen:

Enclosed please find the following:

(1) The original and one copy of the Articles of Incorporation for the above corporation.

(2) Our check for \$122.50 to cover the filing of registered agent fee, and certified copy cost.

(3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call.

We thank you for your kind assistance in these matters.

Very truly yours,

*James M. Weber*  
James M. Weber  
For the Firm

JMW:jrf

Enclosures

*James Weber gave  
auth by phone to  
insert the effective date*

850  
EFFECTIVE DATE  
8-14-98

FILED  
98 AUG 21 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
E D H DEVELOPMENT CORPORATION

FILED

98 AUG 21 PM 12:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation and Principal Office

EFFECTIVE DATE  
8-14-98

The name of the corporation shall be E D H Development Corporation. The principal place of business and mailing address of this corporation shall be 5413 Rowe Trail, Pace, Florida, 32571.

ARTICLE II

Effective Date of Incorporation

The effective date of incorporation of E D H Development Corporation, is hereby declared to be August 14, 1998.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the 14th day of August, 1998.

ARTICLE IV

Purpose

The corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida, including, but not limited to: participating

in the acquisition, holding, managing, development, leasing, and selling of both improved and unimproved real property; the construction, maintenance, repair and refurbishing of improvements on real property; and the development, production, marketing, and sale of a golf club putter, and one or more other types of golf clubs.

#### ARTICLE V

##### Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

#### ARTICLE VI

##### Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a prorata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### ARTICLE VII

##### Initial Registered Office and Agent

Both the street address and the mailing address of the initial registered office of the corporation is 5413 Rowe Trail, Pace, Florida, 32571, and the name of the initial registered agent of this corporation at that address is Edwin E. Hanberry, Jr.

#### ARTICLE VIII

##### Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either increased or decreased from time

to time as provided in the By-Laws of the corporation, but the number of directors of the corporation shall not be less than one nor more than seven. The directors shall be elected in accordance with the provisions of the By-Laws. The name and address of the initial director of the corporation is:

Edwin E. Hanberry, Jr. 5413 Rowe Trail  
Pace, Florida 32571

#### ARTICLE IX

##### Incorporator

The name and address of the incorporator signing these Articles is Edwin E. Hanberry, Jr., 5413 Rowe Trail, Pace, Florida, 32571.

#### ARTICLE X

##### Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares of stock then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the proposed change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

#### ARTICLE XI

##### By-Laws

The power to adopt, alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

ARTICLE XII

Shareholder Quorum and Voting


At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6<sup>th</sup> day of August, 1998.

  
Edwin E. Hanberry, Jr.

STATE OF FLORIDA

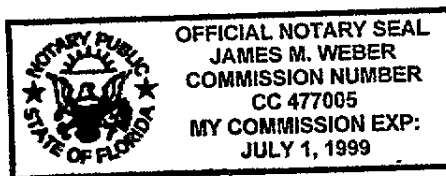
COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said State and County, this day personally appeared Edwin E. Hanberry, Jr., who is personally known to me and known to me to be the individual described by said name in and who executed the foregoing

Articles of Incorporation, and who acknowledged before me that he executed the said document freely and voluntarily for the uses and purposes therein set forth. He did not take an oath.

Given under my hand and official seal this 6<sup>th</sup> day of August, 1998.

James M. Weber  
Notary Public, State of Florida  
at Large  
My Commission Expires: July 1, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT E D H DEVELOPMENT CORPORATION  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

PACE, STATE OF FLORIDA, HAS NAMED EDWIN E. HANBERRY, JR.  
(CITY) (STATE) (NAME OF RESIDENT

AGENT, LOCATED AT 5413 ROWE TRAIL  
(STREET ADDRESS AND NUMBER OF BUILDING, POST  
OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF PACE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Edwin E. Hanberry, Jr.  
(CORPORATE OFFICER)  
Edwin E. Hanberry, Jr.  
TITLE President

DATE August, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-  
CATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Edwin E. Hanberry, Jr.  
(REGISTERED AGENT)  
Edwin E. Hanberry, Jr.  
DATE August, 1998

FILED  
98 AUG 21 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA