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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: KAREN L DIDEA  
PHONE: (407)843-4600 FAX #: (407)843-4444

AME: THE RUSTY NIBLICK GOLF GROUP, INC.

AUDIT NUMBER.....H98000017330

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

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ATTORNEY: 427

CLIENT: 015208

MATTER: 62227

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
September 16, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE

Direct Dial: 407/418-6203

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**ARTICLES OF INCORPORATION  
OF**

**THE RUSTY NIBLICK GOLF GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**THE RUSTY NIBLICK GOLF GROUP, INC.**

The principal place of business of this corporation shall be: 505

Deltona Blvd., Suite 102, Deltona, Florida 32725.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

This document was prepared by

Michael Ryan, Esquire

Florida Bar Number: 220965

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 243-4600

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**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 505 Deltona Blvd., Suite 102, Deltona, Florida 32725, and the name of the initial registered agent of the corporation at that address is KENNETH C. EZELL.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATORS**

The name and street addresses of the persons signing these Articles of Incorporation as the incorporators are:

KENNETH C. EZELL  
505 Deltona Blvd., Suite 102  
Deltona, Florida 32725

**ARTICLE VIII - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is

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offered to others.

**ARTICLE IX - DIRECTORS**


This corporation shall have three (3) directors, initially. The names and street addresses of the initial members of the Board of Directors are:

LLOYD M. CLIFTON, SR.  
505 Deltona Blvd., Suite 102  
Deltona, Florida 32725

GEORGE M. CLIFTON  
505 Deltona Blvd., Suite 102  
Deltona, Florida 32725

KENNETH C. EZELL  
505 Deltona Blvd., Suite 102  
Deltona, Florida 32725

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 16<sup>TH</sup> day of SEPTEMBER 1998.

  
KENNETH C. EZELL

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared KENNETH C. EZELL, to me known to be the person described as Incorporator, and having produced \_\_\_\_\_ as identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation on this 16<sup>th</sup> day of September, 1998.



Michael Ryan  
MY COMMISSION # 00660199 EXPIRES  
October 31, 2001  
BONDED THROUGH TROY FARM INSURANCE, INC.

  
Notary Public  
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following  
submitted:

That THE RUSTY NIBLICK GOLF GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 505 Deltona Blvd., Suite 102, Deltona, Volusia County, Florida, has named KENNETH C. EZELL, located at 505 Deltona Blvd., Suite 102, Deltona, Volusia County, Florida 32725, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
KENNETH C. EZELL  
Registered Agent

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I understand that it is my responsibility to, within thirty (30) days of the date of incorporation of THE RUSTY NIBLICK GOLF GROUP, INC., seek advice from a tax attorney, accountant, or CPA, concerning my S or C corporate election, or concerning any other tax ramifications concerning this corporation.

DATED: September 16, 1998

THE RUSTY NIBLICK GOLF GROUP, INC.

By: Kenneth C. [Signature]

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