



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 961833 4369500

AUTHORIZATION :

Patricia P. [illegible]

COST LIMIT : \$ 122.50

ORDER DATE : September 15, 1998

ORDER TIME : 1:30 PM

ORDER NO. : 961833-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

600002640176--4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:38

DOMESTIC FILING

NAME: BEST GOLF COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

624-703

W98-21120

EXAMINER'S INITIALS:

g 9/17/98

RECEIVED
98 SEP 15 PM 2:43
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:38

September 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BEST GOLF COMPANY, INC.
Ref. Number: W98000021120

We have received your document for BEST GOLF COMPANY, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Article Six states there will be one director(s), whereas none is/are listed.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00046872

RECEIVED
98 SEP 17 AM 11:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BEST GOLF COMPANY, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:38


THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation: --

- FIRST:** The name of the corporation is: BEST GOLF COMPANY, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: c/o Steven E. Siff, McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131; and the registered agent at that address is Steven E. Siff.
- FIFTH:** The name and address of the incorporator of the Corporation is: Steven E. Siff, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.
- SIXTH:** The Corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1). The director is Alan Roseman.
- SEVENTH:** The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

EIGHTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

NINTH: The corporate existence of the Corporation shall commence upon filing.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14th day of September, 1998.




Steven E. Siff, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:38

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Steven E. Siff

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09/3/98 3:43 PM