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CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

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TALLAHASSEE, FL 32301

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SUBJECT:

Kayson Golf Company

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98 SEP 29 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 2545 FOR \$ 122.50

PLEASE FILE:

- (X) ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- (X) CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

RECEIVED

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98-29-98

ARTICLES OF INCORPORATION
OF
KAYSON GOLF COMPANY

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

KAYSON GOLF COMPANY

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

11834 E. Hampton Dr.
Tampa, FL 33626

ARTICLE 3

Capital Stock

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be as follows:

1. Common Stock.

50,000,000 shares of common stock with a par value of \$.001 per share (the "Common Stock").

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The shares of Common Stock shall entitle the holder thereof to such rights and privileges with respect to voting, dividends, preferences in liquidation and such other rights as are specifically set forth in paragraphs (b) through (e) of this Article 3.

2. Preferred Stock.

20,000,000 shares of preferred stock with a par value of \$.001 per share (the "Preferred Stock").

The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

- A. the designation of such series;
- B. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;
- C. whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
- D. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
- E. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;
- F. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

G. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and

H. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

(b) Payment for Stock. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting. Subject to such voting rights, whether as a separate voting group or together with the Common Stock as a single voting group, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article 3, the entire voting power of this Corporation shall be vested in the Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article 3, there shall be no cumulative voting in the election of directors.

(d) Dividends. Subject to such dividend rights, whether preferential, participating or both, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article 3, any dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

(e) Preferences in the Event of Liquidation. Subject to such liquidation preferences and participation rights as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article 3, upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article 3(e).

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Daniel J. Seifried	11834 E. Hampton Dr. Tampa, FL 33626
Larry McCammon	11834 E. Hampton Dr. Tampa, FL 33626

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara	2909 Bay to Bay Boulevard Suite 309 Tampa, Florida 33629

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

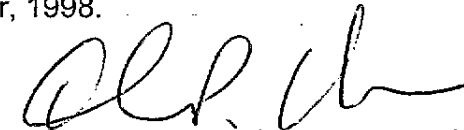


THOMAS P. MCNAMARA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 25 day of September, 1998.



THOMAS P. MCNAMARA

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TALLAHASSEE, FLORIDA