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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 PM 2:16

P98000084271
State of Florida
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

September 28, 1998

Re: Ultimate Golf Centers of America, Inc.

Gentlemen:

400002651834--6
-09/29/98--01075--009
***122.50 ***122.50

Please find enclosed an original and one (1) copy of the Articles of Incorporation for the above-referenced company. Please file the original in your offices and certify and return, one, certified copy.

Also enclosed is my check in the amount of \$122.50 covering:

\$ 35.00 Filing fee for Articles of Incorporation
\$ 35.00 designating registered agent
\$ 52.50 Certified copy
\$ 122.50 TOTAL

Very truly yours,

Bruce W. Floyd, Esq.

Bruce W. Floyd, Esquire

D. BROWN SEP 30 1998

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**ARTICLES OF INCORPORATION
OF
ULTIMATE GOLF CENTERS OF AMERICA, INC.**

ARTICLE I - NAME

The name of this corporation is Ultimate Golf Centers of America, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as it now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder shall have a ninety (90) day right of first refusal to purchase any new stock of this corporation at the price at which it is offered to others unless such right is waived in writing.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2816 Sun Lake Loop - #10, Lake Mary, Florida, and the name of the initial registered agent of this corporation at that address is Gregory A. Beckwith.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than One (1) Director nor more than Five (5). The name and address of the initial Board of Directors of this corporation is:

NAME	ADDRESS
Rick R. Timm	547 Gainesboro Street Deltona, Florida 32725

ARTICLE VIII - INCORPORATORS

The Name and address of the Incorporator(s) signing these articles is:

NAME	ADDRESS
Gregory A. Beckwith	547 Gainesboro Street Deltona, Florida 32725

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former officer or directors, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of September, 1998.

 (Seal)
Gregory A. Beckwith

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

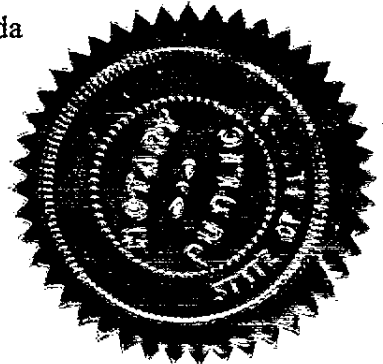
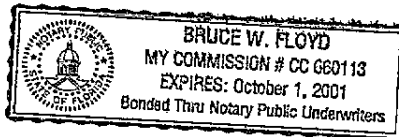
BEFORE ME, the undersigned Notary Public, personally appeared GREGORY A. BECKWITH, to me well known to be the individual(s) described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above on this 2nd day of September, 1998.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

Bruce W. Floyd

Notary Public, State of Florida
My Commission Expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 PM 2:17

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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted.


FIRST that ULTIMATE GOLF CENTERS OF AMERICA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal business at P.O. Box 821 DeBary, Florida 32713 has named Gregory A. Beckwith located at 547 Gainesboro Street, Deltona, Florida 32725 as its agent to accept service of process within the State of Florida.

Dated 9/12, 1998.


Rick Timm, Director

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed at Deland, Florida on this 2nd day of September, 1998.


GREGORY A. BECKWITH,
Registered Agent