

P98000088600

SEILER & SAUTTER

ATTORNEYS AND COUNSELORS AT LAW
Suite 200

2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

*C. Christian Sautter, P.A. **
John P. Seiler, Esquire
Michael S. Sullivan, Esquire

Richard J. Zaden, Esquire
Of Counsel

* Also admitted in Texas

Telephone (954) 568-2122
Telecopier (954) 568-2152
E Mail: seisau@boca.net

March 1, 1999

Via FedEx

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Amendments

500002791945--0
-03/02/99--01040--004
*****87.50 *****43.75

Re: Amended Articles of Incorporation for Blacksheep Enterprises, Inc., a Florida corporation
Our file no. 9309.1000

Dear Clerk:

Enclosed is one (1) original and one (1) copy of the Amended Articles of Incorporation pertaining to the above referenced corporation together with my remittance no.5683 in the amount of \$87.50 to cover the cost of filing. Please provide a certified copy of same to the undersigned in the FedEx self-addressed envelope provided herein.

Thank you for your prompt attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER


C. Christian Sautter

encl.
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NC Amend
3-11-99
MS

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FILED
99 MAR -2 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEILER & SAUTTER

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** Also admitted in Texas*

March 8, 1999

Via FedEx

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Amendments
Douglas Spitler, Document Specialists

Re: Amended Articles of Incorporation for Blacksheep Enterprises, Inc., a Florida corporation
Our file no. 9309.1000

Dear Mr. Spitler:

Enclosed is an original and copy of the Amended Articles of Incorporation, which I am re-submitting for filing, together with a copy of letter number 699A00010295. My cost remittance no. 5683 in the amount of \$87.50 was previously sent. Please provide a certified copy of same to the undersigned in the FedEx self-addressed envelope provided herein.

Thank you for your prompt attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER


C. Christian Sautter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 1999

SEILER & SAUTTER
SUITE 200
2900 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FL 33306

SUBJECT: BLACKSHEEP ENTERPRISES, INC.
Ref. Number: P98000088600

We have received your document for BLACKSHEEP ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please entitle your document Amended and Restated Articles of Incorporation.

Please return 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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 699A00010295

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BLACKSHEEP ENTERPRISES, INC.**

Richard A. Laurin and Jayne Stephanie Hacker hereby certify that;

1. They are the duly elected and acting President and Secretary of Blacksheep Enterprises, Inc., a Florida corporation.

2. The Articles of Incorporation of this Corporation are hereby amended to read as follows;

I

The name of the corporation is **My Golf Time, Inc.** (the "Corporation" or the "Company"). The address of the Corporation shall be:

127 West Fairbanks Avenue, Suite 405
Winter Park, Florida 32789

II

The address of the registered office of the Corporation in the State of Florida is:

Seiler & Sautter
2900 East Oakland Park Blvd., Suite 200
Fort Lauderdale, FL 33306

The name of the Corporation's registered agent at said address is: C. Christian Sautter, Esq.

III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

IV

The names and addresses of the Officers and Directors of the Corporation are:

Richard A. Laurin
2545 E. Sunrise Blvd., #120
Fort Lauderdale, FL 33304

President/Director

Jayne Stephanie Hacker
1451 Cavendish Rd.
Winter Park, FL 32789

Secretary/Treasurer/Director

Todd A. Magargee
1413 East Livingston Street
Orlando, FL 32803

Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carl Quincy Alexander
435 Holt Avenue
Winter Park, FL 32789

Director

V

If at any time after the date of these Articles of Amendment to the Articles of Incorporation, the Corporation issues new shares of capital stock, or any other securities convertible into capital stock, then each Stockholder (considered together with those of his or her Related Transferees as defined in that certain Stockholders Agreement by and among the Stockholders), who own shares of Common Stock) shall have the preemptive right to purchase a pro rata amount of the additional securities issued to maintain his or her same respective proportions of ownership existing at the time of such issuance.

VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Amendment to the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon any stockholder of the Corporation is granted subject to this right.

These Articles of Amendment to the Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

These Articles of Amendment to the Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 10,000 shares of Common Stock. A majority of the outstanding shares of Common Stock approved these Articles of Amendment to the Articles of Incorporation by written consent in accordance with Section 607.1003 of the Florida Business Corporation Act and waivers of written notice of such were given by each voting shareholder. The date of adoption was February 26, 1999.

The Articles of Incorporation of the Corporation, filed October 16, 1998, with the Secretary of State, State of Florida, shall remain unmodified and in full force and effect, except as expressly modified by these Articles of Amendment.

IN WITNESS WHEREOF, BLACKSHEEP ENTERPRISES, INC., has caused these Articles of Amendment to the Articles of Incorporation to be signed by the President and the Secretary in Fort Lauderdale, Florida, this 27th day of February, 1999.

BLACKSHEEP ENTERPRISES, INC., a
Florida corporation

By: 

Richard A. Laurin
President

By: 

Jayne Stephanie Hacker
Secretary

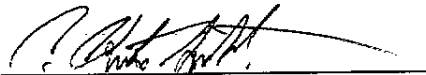
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **My Golf Time, Inc.**
2. The name and address of the registered agent and office is:

**Seiler & Sautter
C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306**

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.



C. Christian Sautter, Esq.

Date: 3/8/99_____

FILED
99 MAR - 2 PM 2:32
CLERK OF STATE
TALLAHASSEE, FLORIDA