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OF COUNSEL
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November 23, 1998

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: PAA GOLF, INC.

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$122.50 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Very truly yours,


H. Allan Weber

HAW:
Enclosures
Document11

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-12/11/98--01065--002
****122.50 *****78.75

FILED
DIVISION OF CORPORATIONS
98 DEC 11 AM 8:55

D. BROWN DEC 14 1998

ARTICLES OF INCORPORATION
OF
PAA GOLF, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 AM 8:55

ARTICLE I

The name of this Corporation is PAA GOLF, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of common stock, without par value.

ARTICLE IV

The street address of the place of business of the Corporation is 1760 Seneca Blvd, Winter Springs, Florida 32708. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 127 W. Lake Faith Drive, Maitland, Florida 32751, and the name of the Corporation's initial registered agent to receive service of process is H. Allan Weber.

ARTICLE V

The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director is:

Name

Address

Peter A. Anderson

1760 Seneca Blvd.
Winter Springs, FL 32708

ARTICLE VI

The name and address of the subscriber is Peter A. Anderson, 1760 Seneca Blvd., Winter Springs, Florida 32708.

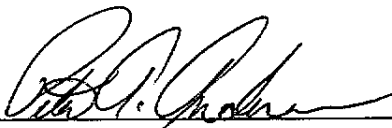
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

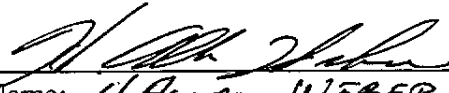
DATED: Nov. 30, 1998.



Peter A. Anderson

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on Nov. 30, 1998, by
Peter A. Anderson. He is personally known to me or has produced
_____ (type of identification) as identification.


Name: H. ALLAN WEBER
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



H. Allan Weber
MY COMMISSION # CC514571 EXPIRES
December 3, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 AM 8:55

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PAA GOLF, INC. desiring to organize under the laws of the State of Florida, with _____ its principal office, as indicated in the Articles of Incorporation at 1760 Seneca Blvd., Winter Springs, Florida 32708, Seminole County, State of Florida, has named H. Allan Weber as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



H. Allan Weber
(Registered Agent)