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OF COUNSEL  
H. ALLAN WEBER  
LANDIS & KANE, P.A.  
DAVID M. LANDIS  
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DAVID F. TEGELER

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

98 DEC 11 AM 9:09  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98000103674

Re: JRP GOLF INC.

500002710175--2  
-12/11/98--01065--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

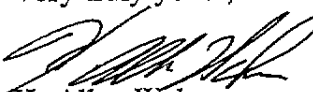
I am enclosing our firm check in the amount of \$122.50 in connection with the above corporation for the following:

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

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

E:\Weber H\Phillips, John\Sec of State letter.doc

D. BROWN DEC 14 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**JRP GOLF, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 11 AM 9:09

**ARTICLE I**

The name of this Corporation is JRP 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 328 W. Hornbeam Drive, Longwood, Florida 32779. 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

John Phillips

328 W. Hornbeam Drive  
Longwood, FL 32779

#### ARTICLE VI

The name and address of the subscriber is John Phillips, 328 W. Hornbeam Drive,  
Longwood, Florida 32779.

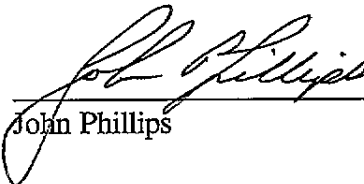
#### ARTICLE VII

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

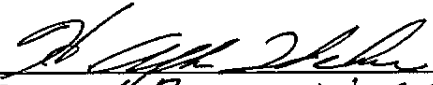
The Corporation, its shareholders, or any combination of the Corporation and its  
shareholders, may enter into agreements limiting or restricting free transfer of shares of its  
capital stock. Any such agreements will be valid and enforceable among the parties to such  
agreements, and when the existence 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.

  
\_\_\_\_\_  
John Phillips

STATE OF FLORIDA  
COUNTY OF *ORANGE*

The foregoing instrument was acknowledged before me on Nov. 30, 1998, by  
John Phillips. 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.

SECRET-FILED  
DIVISION OF CORPORATIONS  
98 DEC 11 AM 9:09

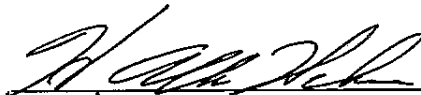
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

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

That JRP 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 Longwood, 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)