

JAMES V. SADRIANNA, P.A.

P99000015016

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:21

February 10, 1999

Doris Brown
Document Specialist
Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

300002741313--4

Re: Articles of Incorporation
Ref Number W99000001587

-01/14/99--01043--005
*****87.50 *****87.50

Dear Ms. Brown:

EFFECTIVE DATE
1-7-99

Enclosed please find the original and one copy of the revised Articles of Incorporation for AndGolf, Inc. I have changed the effective date of the corporation to January 7, 1999. Your office has told me that the original date of receipt is January 14, 1999.

Please send the stamped copy of the Articles of Incorporation to:

James V. Sadrianna
James V. Sadrianna, P.A.
10025 Chatham Oaks Court
Orlando, Florida 32836

If you should have any questions concerning the enclosed, please contact me at the 407-905-2244.
Thank you.

Very truly yours,

James V. Sadrianna

James V. Sadrianna
Incorporator

Enclosures

789,625,2551,2550
W/99-1587

Certified Public Accountant
P.O. Box 690337, Orlando, FL 32869-0337
Office - (407) 351-5033 - Fax (407) 351-1407
E-Mail - jimsadpa@aol.com

D. BROWN FEB 16 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 1999

JAMES V. SADRIANNA, P.A.
POST OFFICE BOX 690337
ORLANDO, FL 32869-0337

SUBJECT: ANDGOLF, INC.
Ref. Number: W99000001587

We have received your document for ANDGOLF, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 799A00002902

EFFECTIVE DATE
1-7-99

ARTICLES OF INCORPORATION

OF

ANDGOLF, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:21

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name and address of this corporation shall be:

AndGolf, Inc.

Mailing:

14227 Hogan Drive
Orlando, FL 32837

Street

14227 Hogan Drive
Orlando, Florida 32837

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which the corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The effective date of the corporation shall be January 7, 1999.

ARTICLE V

General Powers

The corporation shall have the power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in with real or personal property or any legal or equitable interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease ~~exchange~~, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees ~~in~~ accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, ~~hold~~, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect, obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money ~~at~~ such rates of interest as the corporation may determine, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and ~~exercise~~ the power granted by this act within or without the state.

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties and fix their compensation and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business that the Board of Directors shall find ~~will~~ be in aid of governmental policy.

(m) To pay pensions and establish and carry out pensions plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and any other incentive and compensation plans for any or all directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$.10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of the said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VII

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 10025 Chatham Oaks Court, Orlando, Florida 32836 and the name of the corporation's registered agent is James V. Sadrianna. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII

Initial Board of Directors

The number of the directors constituting the initial Board of Directors shall be one, and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
John Andrisani	14227 Hogan Drive Orlando, Florida 32837

ARTICLE IX

Incorporators

The name and address of the Incorporator of this corporation is as follows:

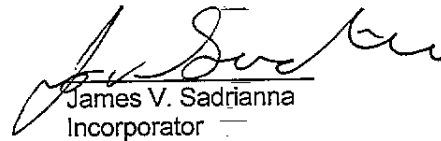
<u>Name</u>	<u>Address</u>
James V. Sadrianna	10025 Chatham Oaks Court Orlando, Florida 32836

ARTICLE X

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision 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.

I, the undersigned, have executed these Articles for the uses and purposes therein stated.


James V. Sadrianna
Incorporator

1/9/99
Date

FILED
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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED
ANDGOLF, INC.

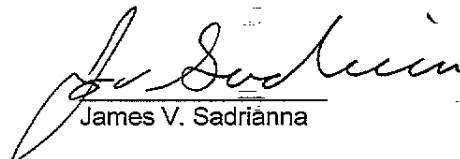
In compliance with Sections 607.0501, Florida Statutes, the following is submitted:

AndGolf, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of State of Florida has named and designated James V. Sadrianna as its Registered Agent to accept service of process within the State of Florida with its registered office located at 10025 Chatham Oaks Court, Orlando, Florida 32836

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby 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.

Dated this 9th day of January, 1999


James V. Sadrianna