

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-04/26/99--01094--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Synergy Golf International, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: J. Daniel Sinclair  
Name (Printed or typed)

1735-6 Red Cedar Drive  
Address

Fort Myers FL 33907  
City, State & Zip

(941) 481-4811  
Daytime Telephone number

FILED  
99 APR 26 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. BROCK APR 28 1999

# ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

## ARTICLE I      NAME

The name of the corporation shall be: **Synergy Golf International, Inc.**

## ARTICLE II      PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Suite 203  
6258 Presidential Court  
Fort Myers FL 33919

## ARTICLE III      SHARES

There shall be three classes of stock: Common, Preferred A, and Preferred B. The number of shares of stock that this corporation is authorized to have outstanding shall be as follows:

Common Stock	One Thousand (1,000) Shares
Preferred A	One Thousand (1,000) Shares
Preferred B	One Thousand (1,000) Shares

Shares shall hold the following rights:

### **COMMON SHARES**

Common shares shall hold all voting rights.

### **PREFERRED A SHARES**

Preferred A shares shall have first right to profits. Preferred shares shall be no par (zero par). Interest paid of 10% per annum. In addition to interest, Preferred A shareholders will split according to share percentages, 5% of net profits, before officer bonuses. Preferred A shares are retractable at any time at the option of the company. Preferred shares shall have no voting rights.

### **PREFERRED B SHARES**

Preferred B shares shall be no par shares. Preferred B shares shall receive 5% of net profit remaining after officer bonuses have been paid. Preferred B shareholders may convert their shares to common stock, share for share, once the following conditions have been satisfied:

- 1) All loans from common stock shareholders have been repaid in full,
- 2) All credit lines signed for personally by common stock shareholders have been repaid in full

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The company shall have the right to convert Preferred B shares to common, share for share, once all loans from common stock shareholders have been repaid in full and all Preferred A shares have been retracted or redeemed.

#### **GENERAL**

The approval of at least 60% of the voting shares is required for the issuance new shares. When additional shares are issued by the company, existing shareholders will be given pre-emptive rights according to their percentage interest at the time.

A shareholder selling his shares must give existing shareholders the pre-emptive right to buy his shares according to their respective percentage interest (excluding the seller's interest). Any buy-sell agreement between the initial shareholders and officers at the time of incorporation takes precedence over any other pre-emptive rights.

#### **ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

J. Daniel Sinclair  
1735-6 Red Cedar Drive  
Fort Myers FL 33907

#### **ARTICLE V INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

J. Daniel Sinclair  
1735-6 Red Cedar Drive  
Fort Myers FL 33907

#### **ARTICLE VI DIRECTORS**

This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time as allowed by the bylaws; however, there shall always be at least one (1) director.

The name and address of the initial directors shall be as follows:

Director: J. Daniel Sinclair  
Address: 1735-6 Red Cedar Drive  
Fort Myers FL 33907

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## ARTICLE VII OFFICERS

The name and address of the officers shall be as follows:

President, Vice President,	J. Daniel Sinclair
Secretary, Treasurer:	1735-6 Red Cedar Drive
Address:	Fort Myers FL 33907

## ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the common stock shareholders.


## ARTICLE IX FINANCIAL POWERS

The signature of the President is required to write cheques or incur debt.

## ARTICLE X PURPOSE

To transact any and all lawful business for which incorporation may be in under Chapter 607 of the Florida Statutes. The nature of the business to be transacted is any product or service involving or related to the golf industry.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.



Signature/Incorporator: J. Daniel Sinclair

April 23, 1999  
Date

*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.*

  
Signature/Registered Agent: J. Daniel Sinclair

April 23, 1999  
Date