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May 19, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/24/99--01057--018
****122.50 *****78.75

Dear Sirs:

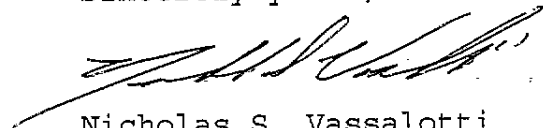
Enclosed herewith please find a check in the amount of \$ 122.50,
representing fees for filing a profit corporation, to wit:

Golf Associate Membership Club, Inc.

Please send the completed documents of incorporation to:

NICHOLAS S. VASSALOTTI, Registered Agent
8361 S.E. DOUBLE TREE DR.
HOBE SOUND, FLORIDA 33455

Sincerely yours,


Nicholas S. Vassalotti

FILED
1999 MAY 24 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8 Printun MAY 27 1999

FILED

1999 MAY 24 AM 8 30

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Golf Associate Membership Club, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Golf Associate Membership Club, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) Shares of \$1.00 par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers and directors of this corporation are: Nicholas S. Vassalotti, Paula A. Vassalotti

ARTICLE VI- BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII- INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Nicholas S. Vassalotti, 8361 S.E. Double Tree Dr., Hobe Sound Florida 33455.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the state of the principal office of the corporation shall be:

P.O. Box 805, Hobe Sound, Fl. 33475-0805

The board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

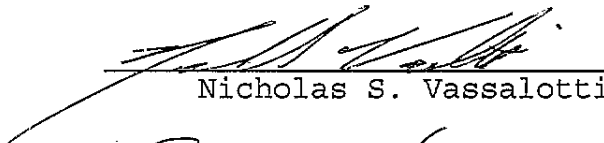
ARTICLE XI - SUB CHAPTER S CORPORATION

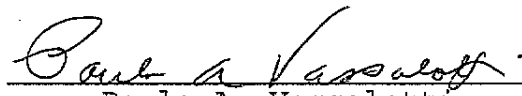
This corporation has elected to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are: Nicholas S. Vassalotti 8361 SE Double Tree Dr., Hobe Sound, FL. 33455 Paula A. Vassalotti 8361 SE Double Tree Dr., Hobe Sound, FL. 33455

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this Ninteeth day of May 1999.


Nicholas S. Vassalotti


Paula A. Vassalotti

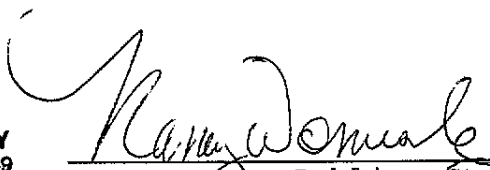
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the Sate and County aforesaid, personally appeared Nicholas S. Vassalotti Paula A. Vassalotti, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this Ninteeth day of May 1999.



NANCY WOMERSLEY
COMMISSION # CC 478149
EXPIRES JUL 5, 1999
BONDED THRU
ATLANTIC BONDING CO., INC


Notary Public, State of
Florida at Large
My Commission expires:
Palm Beach County

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the state of Florida.

1. The name of the corporation is: **Golf Associate Membership Club, Inc..**
2. The name and address of the registered agent and office is:
Nicholas S. Vassalotti, 8361 S.E. Double Tree Dr. Hobe Sound,
Florida 33455

SIGNATURE


Nicholas S. Vassalotti


TITLE: PRESIDENT

DATE

MAY 20, 1999

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

SIGNATURE


(Registered Agent)

DATE

MAY 20, 1999

FILED
1999 MAY 24 AM 8 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA