

P490000 67928
Morrison, Morrison & Mills, P.A.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

THOMAS K. MORRISON
SUSAN B. MORRISON*
FREDERICK J. MILLS
KEVIN A. DITANNA
BRADLEY A. TOBIN

TELEPHONE (813) 258-3311
TELECOPIER (813) 258-3209
*ADMITTED IN FLORIDA AND NEW YORK

July 23, 1999

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002941240--0
-07/26/99-01109-007
*****70.00 *****70.00

Re: Filing of Articles of Incorporation
ONE UP GOLF OF WINTER PARK, INC.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above listed corporation. Also enclosed is our check in the amount of \$70.00 to cover the cost of the filing. Please file the original of the Articles of Incorporation, stamp the date of filing on the copy and return the copy to me via Federal Express using the provided airbill and package a.s.a.p.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

Kevin DiTanna

Kevin DiTanna

KAD

Enclosures:

1. Original Articles of Incorporation
2. Check in the amount of \$70.00
3. Copy of Articles for return
4. Federal Express Package/Airbill

FILED
99 JUL 26 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0-38907

7/30/99
mm

ARTICLES OF INCORPORATION
OF
ONE UP GOLF OF WINTER PARK, INC.

FILED
99 JUL 26 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, 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

The name of this corporation shall be ONE UP GOLF OF WINTER PARK, INC.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

- (a) to own and operate retail golf stores.
- (b) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith and, with that end in view, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.
- (c) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; and to also act as agent or trustee of persons and

corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent.

(d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States or country belonging to the United Nations or qualified to do business in such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital, and provided further that shares of its own capital stock owned by the corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(e) To act as a fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified

event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(g) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder, and to manufacture, sell and distribute, at wholesale or retail, all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(i) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the state of Florida.

(j) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board

of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 8405 Sunstate Street, Tampa, Florida 33634, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors are as follows:

Kenneth L. Sellers
16709 Windsor Park Drive
Lutz, Florida 33549

Nancy V. Sellers
16709 Windsor Park Drive
Lutz, Florida 33549

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Frederick J. Mills, Esquire
Morrison, Morrison & Mills, P.A.
1200 West Platt Street, Suite 100
Tampa, Florida 33606

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Kenneth L. Sellers	President/Assistant Secretary
Nancy V. Sellers	Secretary/Treasurer

ARTICLE VIII

The time and place of the annual stockholders' meeting shall be the 15th day of May, of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE IX

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XI

The name and address of the initial registered agent of this corporation is:

Frederick J. Mills, Esquire
Morrison, Morrison & Mills, P. A.
1200 West Platt Street
Suite 100
Tampa, Florida 33606

ARTICLE XII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIII

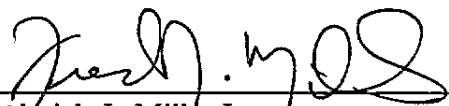
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and

any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

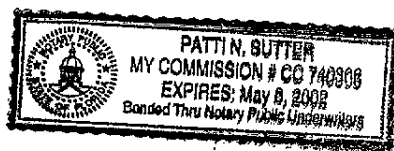
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

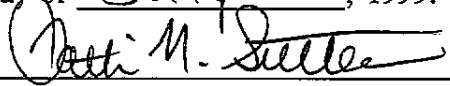

Frederick J. Mills, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, a Notary Public in and for said county and state, this day personally appeared Frederick J. Mills, who, being personally known to me, is the same person who executed the foregoing Articles of Incorporation and has duly acknowledged under oath that said Articles were executed freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 21st day of July, 1999.




Notary Public, State of Florida

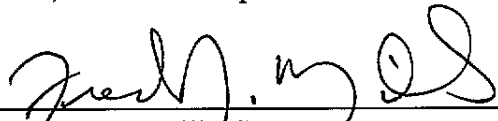
Print name: Patti M. Sutter

[Seal]

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED;
AGENT'S ACCEPTANCE OF STATUTORY OBLIGATIONS**

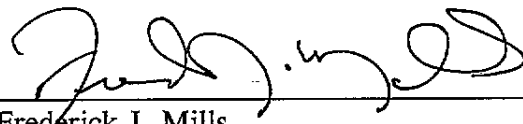
PLEASE TAKE NOTICE that One Up Golf of Winter Park, Inc., in compliance with Sections 48.091 and 607.0501 of the Florida Statutes, hereby designates 1200 West Platt Street, Suite 100, Tampa, Florida 33606 as the location of its registered office and designates Frederick J. Mills, Esquire, as its agent to accept service of process within the state of Florida.

ONE UP GOLF OF WINTER PARK,
INC., a Florida corporation



Frederick J. Mills, Incorporator
Date: 7/21/99

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge my familiarity with, and acceptance of, the obligations of this position. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Frederick J. Mills
Date: 7/21/99

99 JUL 21 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA