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99 AUG 31 AM 8:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 30, 1999

500002974815-4
-08/31/99-01056-018
*****78.75 *****78.75

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
8-30-99

Re: All American Golf Store, Inc. - Incorporation

Gentlemen:

Enclosed please find two originals of the Articles of Incorporation and the Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to me.

Also enclosed is our firm check in the amount of \$78.75, representing the filing fee of \$35.00, certified copy fee of \$8.75, and a registered agent fee of \$35.00.

Please note that the date of commencement of corporate existence of the above corporation is August 30, 1999.

Thank you for your assistance and cooperation in this matter. If you have any questions regarding the enclosed documents or this corporation, do not hesitate to call me.

Sincerely yours,



NANCY G. FARAGE

NGF:lsv
Enclosures

F. CHESSEN SEP 7 1999

ARTICLES OF INCORPORATION

OF

ALL AMERICAN GOLF STORE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
8-30-99

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

ALL AMERICAN GOLF STORE, INC.

ARTICLE II

NATURE OF BUSINESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on August 30, 1999, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 10123 Adamo Drive, Tampa, Florida 33619, and the name of the initial registered agent of this corporation at that address is Charles R. Luther.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Charles R. Luther	10123 Adamo Drive Tampa, FL 33619

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Charles R. Luther	10123 Adamo Drive Tampa, FL 33619

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions


prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 30 day of August, 1999.

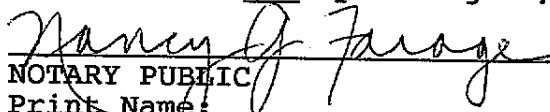


CHARLES R. LUTHER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES R. LUTHER, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. CHARLES R. LUTHER is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 30th day of August, 1999.



NOTARY PUBLIC

Print Name: _____

My commission expires: _____



NANCY G. FARAGE
COMMISSION # CC 650966
EXPIRES MAY 27, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: All American Golf Store,
Inc.

2. The name and address of the registered agent and office is:

Charles R. Luther

(NAME)

10123 Adamo Drive

(P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33619

(CITY/STATE/ZIP)

SIGNATURE

Charles R. Luther
(corporate officer)

TITLE

Incorporator

DATE

August 30, 1999

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 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

Charles R. Luther

DATE

August 30, 1999

REGISTERED AGENT FILING FEE: \$35.00

99 AUG 31 AM 8:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA