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CARLOS J. BERROCAL<sup>1</sup>  
ROBERT W. WILKINS<sup>2,5,7</sup>  
JANE S. HUNSTON<sup>3,6</sup>  
JAMES L. GREEN<sup>4</sup>

<sup>1</sup>ALSO ADMITTED IN DISTRICT OF COLUMBIA  
<sup>2</sup>ALSO ADMITTED IN NEW YORK  
<sup>3</sup>ALSO ADMITTED IN OHIO & COLORADO  
<sup>4</sup>ALSO ADMITTED IN ILLINOIS  
<sup>5</sup>BOARD CERTIFIED CIVIL TRIAL LAWYER  
<sup>6</sup>BOARD CERTIFIED REAL ESTATE ATTORNEY  
<sup>7</sup>BOARD CERTIFIED BUSINESS LITIGATION LAWYER

BERROCAL & WILKINS  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

FILED

801 MAPLEWOOD DRIVE  
SUITE 22-A  
JACKSONVILLE, FLORIDA 32216

TEL: (561) 746-7455

FAX: (561) 746-6933

WEBSITE:

www.berrocal.com

SEP - 1 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 31, 1999  
*Via Federal Express*

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

RE: GOLFFUN, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$78.75 for filing the enclosed Articles.

Please file the above listed item and return the certified copy to me in the enclosed stamped, self-addressed envelope I have provided for your convenience. Please call me as soon as possible to verify the filing.

Thank you for your assistance. If you have any questions or comments do not hesitate to call me immediately.

Very truly yours,

Natasha

Natasha C. Hyde  
Legal Assistant to  
Carlos J. Berrocal

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/nch  
Enclosures  
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PN 9/7/99 ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**GOLFFUN, INC.**

FILED  
99 SEP -1 AM 11:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is **GOLFFUN, INC.**

**ARTICLE II - DURATION**

The duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in the business of retail sales of golf accessories and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

## **ARTICLE V - AUTHORITY TO ISSUE WARRANTS**

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

## **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

## **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is **801 Maplewood Drive, Jupiter, Florida, 33458** and the name of its initial registered agent at that address is **CARLOS J. BERROCAL**. The principal place of business shall also be at that same address.

### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is 1. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is:

Name

Address

**PAMELA C. SMITH**

**6701 Mallards Cove Road, #23-E, Jupiter, FL 33458**

### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

Name

Address

**PAMELA C. SMITH**

**6701 Mallards Cove Road, #23-E, Jupiter, FL 33458**

### **ARTICLE X - COMMON DIRECTORS** **TRANSACTIONS BETWEEN CORPORATIONS**


No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI - BYLAWS**

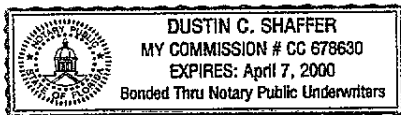
The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

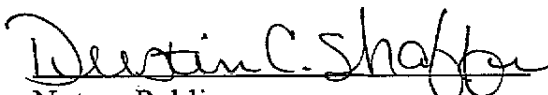
DATED: 31<sup>st</sup> August, 1999.

  
**PAMELA C. SMITH**  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 1999 by **PAMELA C. SMITH**, who ( ) is personally known to me or ( ✓ ) has produced Driver's License as identification.



  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

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

**GOLFFUN, INC.**, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

**CARLOS J. BERROCAL      801 Maplewood Drive, Suite 22-A, Jupiter, FL 33458**

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

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.

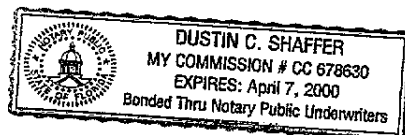
DATED: 30 August, 1999.

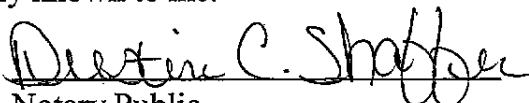
  
**CARLOS J. BERROCAL**  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

99 SEP - 1 AM 11:02  
FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 1999, by **CARLOS J. BERROCAL** who is personally known to me.



  
Notary Public  
My Commission Expires: