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CSC	THE UNITED STATES CORPORATION

ACCOUNT NO.: 07210000032

REFERENCE: 402717 7180817

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE: October 7, 1999

ORDER TIME : 3:11 PM

ORDER NO. : 402717-005

CUSTOMER NO: 7180817

CUSTOMER: Mr. Lowell Liliedahl

GALAXY GOLF HOLDINGS, INC. GALAXY GOLF HOLDINGS, INC.

Building 5

46 Escondido Circle

Altamonte Sprin, FL 32701

DOMESTIC FILING

NAME:

UNITED PRO GOLF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

700003009357-



ARTICLES OF INCORPORATION

99 OCT -7 AM 10: 13

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

ARTICLE I NAME

The name of the corporation shall be: UNITED PRO GOLF, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: #46 Escondido Cir. Bldg. 5 Altamonte Springs, Fl. 32701

ARTICLE III SHARES

The number of shares of stock of this corporation is authorized to have outstanding at any one time is:

.0001 par value 75,000,000 (Seventy five million) Common .0001 par value 25,000,000 (Twenty five million) Preferred

ARTICLE IV INITIAL REGISTERED AGENT AND STREE ADDRESS

The name and Florida street address of the initial registered agent are: Lowell Liliedahl #46 Escondido Cir. Bldg 5 Altamonte Springs, Fl. 32701

ARTICLE V INCORPORATOR

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

Lowell Liliedahl

#46 Escondido Cir. Bldg 5 Altamonte Springs, Fl. 32701

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/Registere Agent