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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 409595 10234A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : October 12, 1999

ORDER TIME : 3:57 PM

ORDER NO. : 409595-005

000003013120--5

CUSTOMER NO: 10234A

CUSTOMER: Thomas W. Conely, Iii, Esq
CONELY & CONELY, P.A.
CONELY & CONELY, P.A.
Post Office Drawer 1367

Okeechobee, FL 34973-1367

DOMESTIC FILING

NAME: WALKER GOLF COURSE
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 10/13/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 PM 12:54

RECEIVED
99 OCT 13 AM 8:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 13 PM 12:54

**ARTICLES OF INCORPORATION
OF**

WALKER GOLF COURSE MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **WALKER GOLF COURSE MANAGEMENT, INC.** The address of the principal office of this corporation shall be 401 N.W. 6th Street, Okeechobee, Florida 34972, and the mailing address of the corporation shall be Post Office Box 1367, Okeechobee, Florida 34973.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of 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 of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 401 N.W. 6th Street, Okeechobee, Florida 34972, and the name of the initial registered agent of the corporation at that address is TOM W. CONELY, III.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

EDWARD R. ATES 512 Pebble Brook Lane, Belleview, Illinois 62221

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary - EDWARD R. ATES, 512 Pebble Brook Lane, Belleview, Illinois 62221

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

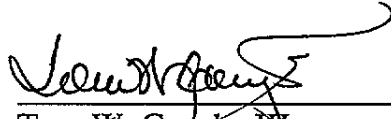
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1261 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

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

TOM W. CONELY, III, 401 N.W. 6th Street, Okeechobee, Florida 34972

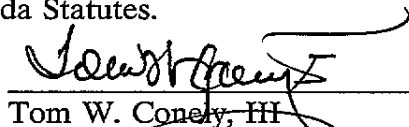
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
October 6, 1999.



Tom W. Conely, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

TOM W. CONELY, III, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Tom W. Conely, III

FILED
SECRETARY OF STATE
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99 OCT 13 PM 12:54