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October 6, 1999

Lawrence J. Feist
Infinite Golf, Inc.
5049 Glenn Drive
New Port Richey, FL 34652

EFFECTIVE DATE
10-7-99

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-10/11/99-D1052-019
*****78.75 *****18.75

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

Re: Infinite Golf, Inc.

Gentlemen:

Enclosed, find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75.

This represents the cost of Filing Fees, Registered Agent Designation, and Certified Copy of Articles of Incorporation for Infinite Golf, Inc.

If you have any further questions please contact me at your convenience.

Sincerely,


Lawrence J. Feist

FILED
OCT 11 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Infinite Golf, Inc.
5049 Glenn Drive
New Port Richey, FL 34652

Telephone: 727-842-2728 (Office)
727-847-9893 (Home)

Lawrence Feist GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article 2
DATE 10/14/99
DOC. EXAM 178

 10/14/99

EFFECTIVE DATE
10-17-99

**ARTICLES OF INCORPORATION
OF
Infinite Golf, Inc.**

FILED
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TALLAHASSEE
FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form this corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is **Infinite Golf, Inc.**

ARTICLE II: COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: BUSINESS AND POWERS

A. The general nature of the business to be transacted by the Corporation is:

- (1) To own, develop, and market consumer merchandise through a catalog, internet and all business and activities reasonable related thereto;
- (2) To own, develop, and market any product deemed by the Board of Directors and all business and activities reasonable related thereto;
- (3) To engage in any activity or business permitted by the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock to be issued by the Corporation is **ONE THOUSAND (1,000) shares of common stock** of a par value of **ONE DOLLAR (\$1.00) per share**. Each of the common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such share. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V: PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 5049 Glenn Drive, New Port Richey, Florida, 34652, and the name of the registered agent at that address is Lawrence J. Feist.

ARTICLE VII: BOARD OF DIRECTORS

A. INITIAL BOARD OF DIRECTORS. The names and addresses of the initial directors of the Corporation are:

Lawrence J. Feist	5049 Glenn Drive New Port Richey, FL 34652
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Jeffrey B. Ferguson	28326 Openfield Loop Wesley Chapel, FL 33543
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B. NUMBER AND TERM. The Board of Directors shall be composed of no less than One (1) member who shall be elected at the annual meeting of Shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by

the Shareholders. Directors need not be Shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the Shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. POWERS AND DUTIES. Included among the powers and duties of the Board of Directors are the following:

- (1) Electing the officers of the Corporation;
- (2) Exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) Determining the compensation of the Officers, including those who may also be Directors;
- (4) Specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

ARTICLE VIII: OFFICERS

A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers the Board of Directors may deem advisable.

B. Officers need not be Shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws of the directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified are:

President: Lawrence J. Feist

Vice President: Jeffrey B. Ferguson

Secretary: Timothy W. Moore

Treasurer Timothy W. Moore

ARTICLE IX: CONFLICT OF INTEREST

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X: INCORPORATORS

The name and street address of the persons signing these Articles are:

Lawrence J. Feist	5049 Glenn Drive New Port Richey, FL 34652
Jeffrey B. Ferguson	28326 Openfield Loop Wesley Chapel, FL 33543

ARTICLE XI: INDEMNIFICATION

The Corporation shall indemnify every person who is serving or has served as an officer,

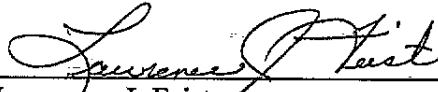
director, employee or agent of the Corporation or, at its request, of any other corporation of which it is a Shareholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes as in existence on the day the right to indemnification arises, subject to the limitations on the conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such person may be entitled.

ARTICLE XII: MISCELLANEOUS

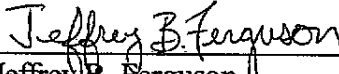
A. OTHER OFFICES, AGENCIES AND BRANCHES. The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida, as may be determined by the Board of Directors.

B. LOCATION OF SHAREHOLDERS AND DIRECTORS MEETINGS. Meetings of the Shareholders and Directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, we have set our hands and seals this 7 day of OCTOBER, 1999.



Lawrence J. Feist



Jeffrey B. Ferguson

STATE OF FLORIDA)

COUNTY OF PASCO)

BEFORE ME, the undersigned authority appeared Lawrence J. Feist, who has produced a Florida Driver's license as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 7 day of October, 1999.



Jennifer Keith
NOTARY PUBLIC

My Commission expires:

STATE OF FLORIDA)

COUNTY OF PASCO)

BEFORE ME, the undersigned authority appeared Jeffrey B. Ferguson, who has produced a Florida Driver's license as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

SWORN TO AND SUBSCRIBED before me this 7 day of October, 1999.



Jennifer Keith
NOTARY PUBLIC

My Commission expires:

CERTIFICATE OF DESIGNATION

Registered Agent / Registered Office

Pursuant to the requirements of the laws of Florida, Infinite Golf, Inc. hereby designates its registered agent and registered office:

Name of Corporation: Infinite Golf, Inc.

Name of Registered Agent: Lawrence J. Feist

Address of Registered Agent: 5049 Glenn Drive
New Port Richey, FL 34652

Registered Office of Corporation: 5049 Glenn Drive
New Port Richey, FL 34652

Signature of Corporate Officer: 
Lawrence J. Feist President

Date: 10/07/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 11 PM 1:53

FILED

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.


Lawrence J. Feist

Date: 10/07/99