

**P99000099X8**  
**TEW, ZINOBER, BARNES, ZIMMET & UNICE**  
**ATTORNEYS AT LAW**

JOEL R. TEW  
FREDRIC S. ZINOBER  
ROBERT L. BARNES, JR.  
ALAN S. ZIMMET  
T. R. UNICE, JR.  
ANDREW J. SALZMAN  
JEFFREY P. CARIO\*  
LEE WM. ATKINSON  
DONNA J. FELDMAN

CLEARWATER OFFICE  
PRESTIGE PROFESSIONAL PARK  
2655 McCORMICK DRIVE  
CLEARWATER, FLORIDA 33759

HERNANDO OFFICE  
7361 FOREST OAKS BLVD.  
SPRING HILL, FLORIDA 34606

FILED

99 NOV 12 AM 11:08

CLEARWATER OFFICE  
(727) 799-2882

FAX  
(727) 726-0058  
(727) 799-6794  
(727) 799-0833

BRET T. JARDINE  
CHRISTOPHER M. AJELLO  
ROBERT E. HEYMAN  
JOSEPH A. CORSMEIER  
KAREN B. CLARK  
RICHARD C. MILLIAN  
THERESA A. DEEB  
NICOLE E. WEISS  
JOSEPH H. GRAVES

PLEASE REPLY TO:  
P.O. BOX 5124  
CLEARWATER, FLORIDA 33758  
TELEPHONE: (727) 799-2882

HERNANDO OFFICE  
(352) 683-0597  
FAX  
(352) 686-0701

OF COUNSEL:  
STEPHANIE A. VAUGHAN  
LARRY J. GONZALES

\*HERNANDO RESIDENT PARTNER

email: lschumacher@tzbzu.com

November 10, 1999

Division of Corporations  
Department of State  
The Capitol  
P. O. Box 6327  
Tallahassee, FL 32314

000003043040--9  
-11/12/99--01086--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Golf Fitness Institute, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

*Linda B. Schumacher*  
Linda B. Schumacher  
Legal Assistant

LBS/me

Enclosures

P.S.: Please note Tew, Zinober, Barnes, Zimmet & Unice is a registered fictitious name.

*PA 11/15/99*

**ARTICLES OF INCORPORATION  
FOR  
GOLF FITNESS INSTITUTE, INC.**

FILED

99 NOV 12 AM 11:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation shall be Golf Fitness Institute, Inc.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the corporation is Joel R. Tew. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 33759.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation initially shall have three directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Ken Crenshaw

13615 5th Avenue, N.E.  
Bradenton, FL 34202

Kevin Harmon

337-112th Street, E.  
Bradenton, FL 34202

Jamie Reed

2930 Wilderness Boulevard, E.  
Parrish, FL 34219

#### ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is:

Ken Crenshaw

13615 5th Avenue, N.E.  
Bradenton, FL 34202

#### ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 13615 5th Avenue, N.E., Bradenton, Florida 34202. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

#### ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

#### ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

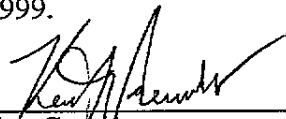
ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
Ken Crenshaw

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of October, 1999, by Ken Crenshaw who is personally known to me or who has produced C652-500-67-403-ORL DL (type of identification) as identification.

 Tonya Marie Davis  
Commission # CC 789183  
Expires NOV. 8, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.  
(NOTARY SEAL)

  
\_\_\_\_\_  
Signature of Person Taking Acknowledgment

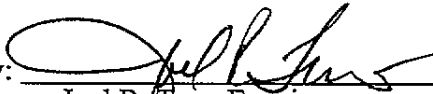
Tonya Marie Davis  
\_\_\_\_\_  
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida  
CC 789183  
\_\_\_\_\_  
Notarial Serial Number

**NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Golf Fitness Institute, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 9th day of November, 1999.

Tew, Zinober, Barnes, Zimmet & Unice

By:   
Joel R. Tew, Esquire  
Tew, Zinober, Barnes, Zimmet & Unice  
P. O. Box 5124  
2655 McCormick Drive  
Clearwater, FL 33758-5124  
(727) 799-2882

FILED  
99 NOV 12 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA