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LAW OFFICE
PEACOCK & GAFFNEY
PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 33765

RAY PEACOCK
PATRICK F. GAFFNEY+

November 23, 1999

(727) 796-7774
FAX (727) 797-6317

PEGGY BURKE BEVILLE

+ BOARD CERTIFIED
MARITAL & FAMILY LAWYER

900003055559--4
-11/29/99--01124--003
122.50 **78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

Re: Eliminator Golf Corp.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	35.00
	<u>\$122.50</u>

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

Ray Peacock

RP:jm
Enclosures

FILED
1899 NOV 29 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 2 1999

1999 NOV 29 PM 2:44

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELIMINATOR GOLF CORP.

ARTICLE I - NAME

The name of this corporation is Eliminator Golf Corp. The address for the corporation is 1753 Albemarle Road, Clearwater, Florida 33764.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1735 Albemarle Road, Clearwater, Florida 33764, and the name of the initial registered agent of this corporation at that address is Danny Lee Arnold

Agency Accepted:

By: 

DANNY LEE ARNOLD

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than four (4). The names and addresses of the initial director of this corporation are:

Danny Lee Arnold, 1735 Albemarle Road, Clearwater, FL. 33764

Georgia Eagan, 1021 San Remo Circle, Largo, FL. 33770

Roger H. Wells, 1735 Albemarle Road, Clearwater, FL. 33764

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Danny Lee Arnold, 1735 Albemarle Road, Clearwater, FL. 33764

Georgia Eagan, 1021 San Remo Circle, Largo, FL. 33770

Roger H. Wells, 1735 Albemarle Road, Clearwater, FL. 33764

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Danny Lee Arnold . . . - 51 shares

Roger H. Wells . . . - 49 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of Nov.,
99.


DANNY LEE ARNOLD


GEORGIA EAGAN

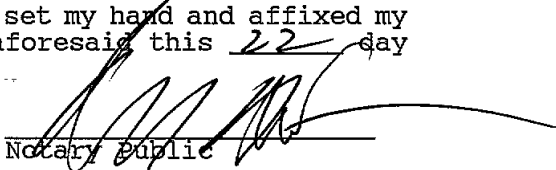

ROGER H. WELLS

"Subscribers"

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DANNY LEE ARNOLD who are personally known to me or produced _____ as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22 day of Nov, 1999.


Notary Public


STATE OF FLORIDA
COUNTY OF PINELLAS



Roger H. Wells
MY COMMISSION # CC836321 EXPIRES
August 28, 2003
BONDED THRU TROY FARM INSURANCE, INC.

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, ROGER H. WELLS, who is personally known to me or produced _____ as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 23 day of November, 1999.


Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS



Jeanette E. McManus
MY COMMISSION # CC778084 EXPIRES
December 27, 2002
BONDED THRU TROY FARM INSURANCE, INC.

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GEORGIA EAGAN, who is personally known to me or produced _____ as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22 day of Nov, 1999.


Notary Public



Roger H. Wells
MY COMMISSION # CC836321 EXPIRES
August 28, 2003
BONDED THRU TROY FARM INSURANCE, INC.

1999 NOV 29 PM 2:45

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ELIMINATOR GOLF CORP.
2. The name and address of the registered agent and office is
DANNY LEE ARNOLD, 1735 Albemarle Road, Clearwater, FL. 33764.

SIGNATURE: [Signature]
(corporate officer)

TITLE

DATE 11-22-99

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE [Signature]
DANNY LEE ARNOLD

DATE 11-22-99