

P99000107517  
**Paul M. Galant**

P.O. Box 29-4317  
Boca Raton, Florida 33429-4317  
\* 561 416-1302 \* 561 289-5175 \*  
fax: 561 416-1857

December 7, 1999

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

000003066450--2  
-12/10/99--01042--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

re: *The Golfing Network.Com Inc.*

Gentlemen,

Please file the enclosed Articles of Incorporation of the captioned new incorporation.

My check in the sum of \$78.75 is enclosed together with a duly executed duplicate original for certification.

Please call me at 561 416-1302 if there is any question with regard to this incorporation.

*Paul M. Galant*

Express Mail

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ajc 12/13*

**ARTICLES OF INCORPORATION  
OF  
The Golfing Network.Com Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1.** The name of this Corporation is: **The Golfing Network.Com Inc.**

**Article 2.** This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

**Article 3.** This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

**Article 4.** This Corporation is authorized to issue **THIRTY-FIVE MILLION (35,000,000)** shares of Capital Stock as follows:

**4.1 Preferred Stock.** **Five Million (5,000,000)** shares of **Preferred Stock**, subject to the following designations:

**4.1-1 One Million (1,000,000)** shares are hereby designated as:

**Series I, \$0.001 par value Convertible Preferred Stock,**

each share of which shall be exchangeable for three (3) shares of \$0.001 par value Common Stock, without any further consideration required and upon such other terms and conditions as may be designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

**4.1-2 Four Million (4,000,000)** shares of no par value, Preferred Stock shall remain without designation; and which shares may be issued on such terms and conditions as designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

**4.2 Common Stock.** **Thirty Million (30,000,000)** shares of which shall be designated as *Common Stock*, having the par value of One Mill (\$0.001) per share.

All shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders.

**Article 5.** *The name and address of the initial Registered Agent is:*

Paul M. Galant, 470 NE 25<sup>th</sup> Terrace, Boca Raton, Florida 33431

**Article 6.** *The address of the Corporation is:*

470 NE 25<sup>th</sup> Terrace, Boca Raton, Florida 33431

**Article 7.** This Corporation shall initially have at least One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the Shareholders. A majority of the Board of Directors voting in person at a meeting duly called and held, or by their written consent taken in lieu of such a meeting, may remove a member of the Board for cause, and elect a replacement to serve until the next meeting of Shareholders.

**Article 8.** The By-Laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority, of the board of directors or, of the Shareholders.

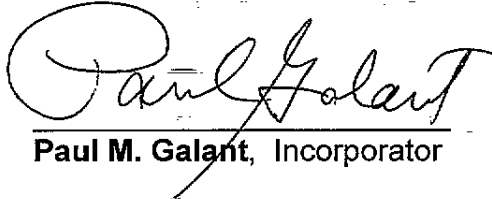
**Article 9.** This Corporation may indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

**Article 10.** In the event that the securities of this Corporation shall become publicly traded, the Corporation shall not be subject to the 'Affiliated Transactions' provisions of Section 607.0901 Florida Statutes.

**Article 11.** *The name and address of the person signing these Articles as Incorporator is:*  
Paul M. Galant, 470 NE 25<sup>th</sup> Terrace, Boca Raton, Florida 33431.

**Article 12.** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of December 1999.

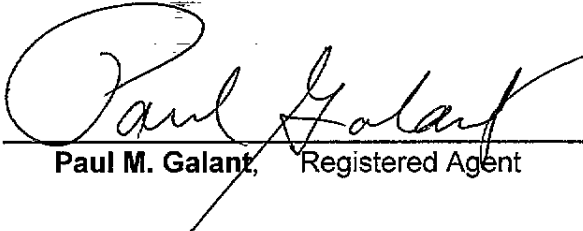
  
Paul M. Galant, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V. of these Articles of Incorporation, the Undersigned hereby agrees to act in this capacity; and further, agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 7th day of December, 1999.

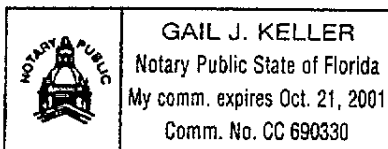
  
Paul M. Galant, Registered Agent

State of Florida, County of Palm Beach] ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared  
**Paul M. Galant**

known to me and to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **The Golfing Network.Com Inc.**; and he acknowledged before me that he duly executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Palm Beach, this 7th day of December, 1999.



  
Notary Public, State of Florida  
Commission Expires:  
CC.#