

1201 HAYS STREET
TALLAHASSEE, FL 32310
800-112-8086



950039051

ACCOUNT NO. : 072100000002

REFERENCE : 600395 8432A

AUTHORIZATION :

COST LIMIT :

Patricia Pyatt

ORDER DATE : May 17, 1995

ORDER TIME : 9:41 AM

ORDER NO. : 600395

CUSTOMER NO: 8432A

CUSTOMER: Kenneth L. Schlitt, Esq
SOBERING GRAY & WHITE, P.A.

600001491876

Suite 760
201 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: BRASMIT GOLF CORPORATION

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF STATUS

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN MAY 17 1995

FILED
95 MAY 17 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRASMIT GOLF CORPORATION

FILED
95 MAY 17 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be BRASMIT GOLF CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 12444 Powerscourt Drive, Suite 284, St. Louis, Missouri 63131.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding one hundred (100) shares of common stock having a par value of One Cent (\$.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Sobering, Gray & White, P.A., 201 S. Orange Avenue, Suite 760, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Sobering, Gray & White, P.A..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors are:

<u>Name</u>	<u>Address</u>
Gary Nacht	12444 Powerscourt Drive Suite 284 St. Louis, MO 63131
Bill Horne	12444 Powerscourt Drive Suite 284 St. Louis, MO 63131
Sven Kraumanis	12444 Powerscourt Drive Suite 284 St. Louis, MO 63131
Tom Richardson	12444 Powerscourt Drive Suite 284 St. Louis, MO 63131

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
N. Dwayne Gray, Jr.	Sobering, Gray & White, P.A. 201 S. Orange Ave., Suite 760 Orlando, FL 32801

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of May, 1995.

N. Dwayne Gray, Jr.
N. DWAYNE GRAY, JR.

("Incorporator")

STATE OF FLORIDA)
) S.S.:
COUNTY OF ORANGE)

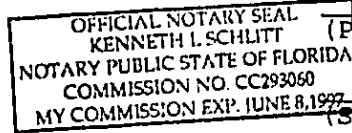
The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 16th day of May, 1995 by N. Dwayne Gray, Jr. who:

is personally known to me; or
 who has produced _____
as identification; and who:
 did or
 did not, take an oath.

Kenneth L. Schlitt
NOTARY PUBLIC

My Commission Expires:

(Seal)



Kenneth L. Schlitt
(Print Name)

(Serial Number, if any)

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Sobering, Gray & White, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

SOBERING, GRAY & WHITE, P.A.

By: N. Dwayne Gray, Jr.
N. DWAYNE GRAY, JR.,
President

("Registered Agent")

P 95 0000 39051



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUMMIT GOLF CORPORATION, a Delaware corporation, not qualified in Florida

INTO

BRASMIT GOLF CORPORATION, a Florida corporation, P95000039051

File date: July 12, 1995

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

P 9500039051

RECEIVED
95 JUL 12 AM 10:41
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 629056 5312A
AUTHORIZATION :
COST LIMIT : \$ 122.50

Patricia Poynt
merger

ORDER DATE : June 29, 1995

ORDER TIME : 2:31 PM

ORDER NO. : 629056

400001535644

CUSTOMER NO: 5312A

CUSTOMER: Kit Russell, Legal Assistant
Annis Mitchell Cockey
201 North Franklin
Suite 2100
Tampa, FL 33602

FILED
95 JUL 12 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SUMMIT GOLF CORPORATION

DE

INTO

**02250, 00524*

SUMMIT GOLF CORPORATION

00672

4/12/95
ADH
ADH
ADH

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY *ADH*
 PLAIN STAMPED COPY *ADH*

CONTACT PERSON: Debbie Swipper *ADH*

EXAMINER'S INITIALS: _____

Merger
RRB
7/11/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1995

CSC Networks
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: BRASMIT GOLF CORPORATION
Ref. Number: P95000039051

We have received your document for BRASMIT GOLF CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please include the plan of merger.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 195A00033550



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 JUL 17 AM 8 43
DIVISION OF CORPORATIONS

July 12, 1995

CSC Networks
1201 Hays Street
Tallahassee, FL 32301

Use file date

SUBJECT: BRASMIT GOLF CORPORATION
Ref. Number: P95000039051

resubmit

We have received your document for BRASMIT GOLF CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please include the plan of merger.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 195A00033550

ARTICLES OF MERGER
OF
SUMMIT GOLF CORPORATION,
a Delaware corporation

AND

BRASMIT GOLF CORPORATION,
a Florida corporation

FILED
95 JUL 12 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1106 Florida Statutes, these Articles of Merger provide that:

1. Summit Golf Corporation, a Delaware corporation ("Summit"), shall be merged with and into Brasmit Golf Corporation, a Florida corporation ("Brasmit"), which shall be the surviving corporation.

2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida.

3. The Agreement of Merger and Reorganization dated as of May 19, 1995, pursuant to which Summit shall be merged with and into Brasmit, was unanimously adopted by the shareholders of Summit by resolutions adopted on June 3, 1995, and was adopted by the sole shareholder of Brasmit by written consent dated June 3, 1995.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Summit and Brasmit by their authorized officers as of June 3, 1995.

SUMMIT GOLF CORPORATION

By: Bill Horne
Name: BILL HORNE
Title: President


BRASMIT GOLF CORPORATION

By: Bill Horne
Name: Bill Horne
Title: President

STATE OF FLORIDA)
COUNTY OF Hillsborough) S.S.:

The foregoing instrument was sworn to and acknowledged before me, an officer duly authorized in the State and County aforesaid, to administer oaths and take acknowledgments, this 3rd day of June,

1995 by William E. Dieue as President of SUMMIT GOLF CORPORATION, on behalf of said corporation, who:
[] is personally known to me; or
[] has produced _____ as identification; and who:
[] did or
[] did not, take an oath.

 JOSEPH D. EDWARDS
NOTARY PUBLIC
EASTERN INSURANCE CO. OF FLORIDA
NOTARY PUBLIC


NOTARY PUBLIC

My Commission Expires:
(Seal)

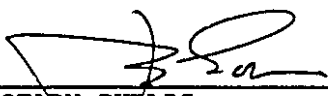
(Print Name)

(Serial Number, if any)

STATE OF FLORIDA)
COUNTY OF Hillsborough) S.S.:

 JOSEPH D. EDWARDS
NOTARY PUBLIC
EASTERN INSURANCE CO. OF FLORIDA
NOTARY PUBLIC

The foregoing instrument was sworn to and acknowledged before me, an officer duly authorized in the State and County aforesaid, to administer oaths and take acknowledgments, this 3rd day of June, 1995 by BILL HORNE as President of BRASMIT GOLF CORPORATION, on behalf of said corporation, who:
[] is personally known to me; or
[] has produced _____ as identification; and who:
[] did or
[] did not, take an oath.




NOTARY PUBLIC

My Commission Expires:
(Seal)

(Print Name)

(Serial Number, if any)

 JOSEPH D. EDWARDS
NOTARY PUBLIC
EASTERN INSURANCE CO. OF FLORIDA
NOTARY PUBLIC

FILED
95 JUL 12 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

ARTICLE I

ARTICLES OF INCORPORATION

The Articles of Incorporation of Brasmit Golf Corporation, as in effect on the date on which the Articles of Merger are filed by the Florida Secretary of State, shall be the Articles of Incorporation of the surviving corporation until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

ARTICLE II

OFFICERS AND DIRECTORS

The persons who shall serve as directors of the surviving corporation shall be WILLIAM E. HORNE, GARY NACHT, SVEN KRAUMANIS and THOMAS K. RICHARDSON. The persons who shall serve as officers of the surviving corporation, and the offices in which they shall serve, shall be:

President:	William E. Horne
Vice President:	Thomas K. Richardson
Secretary:	Sven Kraumanis
Treasurer:	Gary Nacht

ARTICLE III

TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

The shares of the common stock of Summit Golf Corporation ("Summit Common Stock") outstanding immediately prior to the filing of the Articles of Merger shall, by virtue of the merger and without any action on the part of the holder thereof, automatically

be converted into the right to receive, upon due and proper surrender of the certificate representing it, the shares of common stock ("Common Stock") and the Junior Preference Shares ("Preferred Stock") of Brassie Golf Corporation, a Delaware corporation ("Brassie"), in accordance with the Distribution Schedule set forth below and such other consideration as set forth in that certain Agreement of Merger and Reorganization dated as of May 19, 1995:

<u>Name of Stockholder</u>	<u>No. of Shares of Summit Common Stock</u>	<u>No. of Shares in Brassie</u>	
		<u>Common Stock</u>	<u>Preferred Stock</u>
William E. Horne & Charlotte C. Horne, as tenants by the entireties	209,257	503,617	281,250
Thomas K. Richardson & Kathleen S. Richardson, as tenants by the entireties	107,692	442,010	93,750
Brian R. Jackson	1,687	12,431	-0-
Michael H. Higgins	1,224	9,156	-0-
John P. Hey	633	4,746	-0-
Christine B. Saville	295	2,230	-0-
Lance McNeill	148,117	650,760	-0-
Alain Grange	45,521	200,000	-0-
Steve Smyers	11,380	50,000	-0-

Brassie Golf Corporation, a Delaware corporation, is the sole stockholder of the surviving corporation.

1501 HAYS STREET
TALLAHASSEE, FL 32301
904 222-9171
904 222-4391

800-342-8086

P95000039051



ACCOUNT NO. : 0721000100032

REFERENCE : 718839 8432A

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : October 27, 1995

ORDER TIME : 11:39 AM

ORDER NO. : 718839

Patricia Pygott

CUSTOMER NO: 8432A

200001622452

CUSTOMER: Kenneth L. Schlitt, Esq
Sobering Gray & White, P.a.
Suite 760
201 South Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: BRASMIT GOLF CORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA
95 OCT 27 PM 3:46

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOODSTANDING

CONTACT PERSON: *71 11 12 100 96*
Lynne Roberts

EXAMINER'S INITIALS:

10/27
Joy Name Change

C.U.S.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BRASMIT GOLF CORPORATION

RECORDED
95 OCT 27 PM 3:16
TALLAHASSEE FLORIDA

THE UNDERSIGNED President of BRASMIT GOLF CORPORATION, a Florida corporation (the "Corporation"), hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation pursuant to Chapter 607.1006, Florida Statutes.

1. The name of the Corporation is BRASMIT GOLF CORPORATION.
2. Article I of the Articles of Incorporation is hereby amended in its entirety, as follows:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Brassie Golf Management Services, Inc.

3. The foregoing amendment to the Articles of Incorporation of the Corporation was duly adopted and approved by the Shareholders and Directors of the Corporation on September 18, 1995.

4. These Articles of Amendment were approved by the Shareholders and Directors of the Corporation by unanimous written consent of all the Shareholders and Directors of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes, such consent being sufficient to approve these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation, has executed these Articles of Amendment on behalf of the Corporation as of the 18th day of September, 1995.

William E. Horne
WILLIAM E. HORNE, President

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) s.s.:

The foregoing Articles of Amendment were sworn to and acknowledged before me, an officer duly authorized in the State and County aforesaid, to administer oaths and take acknowledgments, this 18th day of September, 1995 by WILLIAM E. HORNE, President of BRASMIT GOLF CORPORATION, a Florida corporation, on behalf of said corporation, who is personally known to me ~~or has produced~~ as identification.

My Commission Expires:

(Seal)

Joan Champagne
NOTARY PUBLIC

JOAN CHAMPAGNIE
COMMISSION # CC 463728
EXPIRES MAY 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC