

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. ID #

68275

**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Atlantic Golf Centers, Ltd.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To own, develop, manage, operate, lease and maintain real and personal property and golf facilities of every kind and nature (including, but not limited to, miniature golf facilities, driving ranges, pitch and putt courses and related facilities) and to engage in all endeavors related, directly or indirectly, thereto, and to engage in any other lawful purposes for which corporations may be organized under the laws of the State of Rhode Island.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares . 2,000 No Par Value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value)

or

(b) *If more than one class:* Total number of shares . N/A

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

None

SEVENTH. The address of the initial registered office of the corporation is 850 Fleet Center, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Robert A. Pitassi

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-11-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
Robert A. Pitassi	One Park Row, Providence, RI 02903
Patricia J. Igoe	One Park row, Providence, RI 02903

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Robert A. Pitassi	One Park Row, Providence, RI 02903

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing

Dated May 22, 19 92

  
Signature of each incorporator

STATE OF RHODE ISLAND } In the City of Providence  
COUNTY OF Providence } Town of XXX

in said county this 22nd day of May, A.D. 1992

then personally appeared before me Robert A. Patassi

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

*Judith C. Kestimer*  
Notary Public

Rec'd & Filed MAY 22 1992  
JMT 80917

RECEIVED  
SECRETARY OF STATE  
OFFICE OF THE CLERK  
MAY 22 2 43 PM '92