

F98000000548

CORPORATE Contact: DEBORAH SCHRODER

CORPORATION SERVICE COMPANY

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #) Ext. 149

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OFFICE USE ONLY

CIS Acct. # 4803680

\$70.00

CIS Order # 684757

AUTHORIZATION #072100000032

Patricia Pizit

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RDC Golf Group, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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1/30

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
<input checked="" type="checkbox"/> Foreign
Limited Partnership
Reinstatement
Trademark
Other

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Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RDC Golf Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated) 3. 22-3552662 (FEI number, if applicable)
4. December 4, 1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 99 Cherry Hill Road, Suite 305, Parsippany, New Jersey 07054
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Zuema M. Howarth
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Christopher R. Schiavone

Address: 99 Cherry Hill Road, Suite 305, Parsippany, NJ 07054

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Christopher R. Schiavone

Address: 99 Cherry Hill Road, Suite 305, Parsippany, New Jersey 07054

Vice President: Matthew D. Galvin/D. Stephen Phillips

Address: 99 Cherry Hill Road, Suite 305, Parsippany, New Jersey 07054

Secretary: Matthew D. Galvin

Address: 99 Cherry Hill Road, Suite 305, Parsippany, New Jersey 07054

Treasurer: Matthew D. Galvin

Address: 99 Cherry Hill Road, Suite 305, Parsippany, New Jersey 07054

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**Please see attached addendum

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____

(Signature of Chairman,*Vice Chairman, or any officer listed in number 12 of the application.)

14. Christopher R. Schiavone, President

(Typed or printed name and capacity of person signing application)

ADDENDUM

B. Officers

Assistant Secretary: D. Stephen Phillips

Address: 99 Cherry Hill Road, Suite 305, Parsippany, new Jersey 07054

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RDC GOLF GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8864035
DATE: 01-13-98