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Golden Bell Management, Inc.
P.O. Box 1848
Pinehurst, North Carolina 28370-1848
Telephone: 910.255.0220
Facsimile: 910.255.0224

March 23, 2000

State of Florida
Qualification / Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Golden Bell Management, Inc.

Dear Sir or Madam:

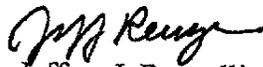
Enclosed is an Application of Foreign Corporation to Transact Business in Florida along with a check for \$87.50 to register Golden Bell Management, Inc. to do business in Florida. Also enclosed is a copy. Please send a filed copy to the undersigned at the following address:

Jeffrey J. Renzulli
c/o Golden Bell Management, Inc.
P.O. Box 1848
Pinehurst, North Carolina 28370-1848

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Please contact me if you have any questions regarding this request.

Sincerely,


Jeffrey J. Renzulli

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Golden Bell Management, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey J Renzulli
(Name of Person)
Golden Bell Management, Inc.
(Firm/Company)
P.O. Box 1848
(Address)
Rinehurst, North Carolina 28370
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jeffrey Renzulli at (910) 255-0220 x111
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Golden Bell Management, 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. 56-2175183 (FEI number, if applicable)

4. Jan. 21, 2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Will be October 1, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 1848
Pinehurst, North Carolina 28370-1848 (Current mailing address)

8. Golf caddie management services (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Daniel T. Costello

Office Address: c/o Red Stick Golf Club, 5070 North Highway A-1-A
Vero Beach, Florida, 32963 (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.

Dan Costello (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.

See attached

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: Michael A. Granuzzo (Sole Director)

Address: 124 Linden Pines Place
Aberdeen, NC 28315

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael Granuzzo

Address: 124 Linden Pines Place
Aberdeen, NC 28315

Vice President: NONE

Address: _____

Secretary: Michael A. Granuzzo

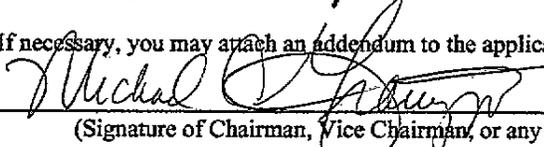
Address: 124 Linden Pines Place
Aberdeen, NC 28315

Treasurer: Barbara Granuzzo

Address: 124 Linden Pines Place
Aberdeen, NC 28315

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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. Michael A. Granuzzo, CEO
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDEN BELL MANAGEMENT, 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 FOURTH DAY OF APRIL, A.D. 2000.

FILED
00 MAR 24 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0360800

DATE: 04-04-00