



THE UNITED STATES
CORPORATION
COMPANY

FO0000004126

ACCOUNT NO. : 072100000032

REFERENCE : 768663 4341372

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

RECEIVED
JUL 24 AM 11:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : July 19, 2000

ORDER TIME : 9:43 AM

ORDER NO. : 768663-005

900003332829--6

CUSTOMER NO: 4341372

CUSTOMER: Lori Mcpherson, Legal Asst
Sherrard & Roe
424 Church Street, 20th Floor
Third National Financial Centre
Nashville, TN 37219

FOREIGN FILINGS

NAME: KILLER GOLF, INC.

G

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

BK 7/24

RECEIVED
JUL 24 AM 10:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.*

RECEIVED
FLORIDA DEPARTMENT OF STATE
JUL 24 AM 11:18
CORPORATIONS

1. Killer Golf, 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. California

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. 6/20/00

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 6/20/00

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Gaylord Drive

Nashville, TN 37214

(Current mailing address)

Any lawful business activity

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(Zip code)

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: Louise D. Smith

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Thomas J. Sherrard
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas J. Sherrard, Secretary
(Typed or printed name and capacity of person signing application)

RECEIVED
00 JUL 24
AM 11:18
STATE OF CALIFORNIA
CORPORATIONS

KILLER GOLF, INC.

Officers

President: Terry Jastrow 1453 Third Street Promenade, Suite 310
Santa Monica, CA 90401

Vice President: Tim DuBois 25 Music Square West
Nashville, TN 37203

Vice President: Michael A.C. Pithey 1453 Third Street Promenade, Suite 310
Santa Monica, CA 90401

Vice President: Malcom Mimms 25 Music Square West
Nashville, TN 37203

Vice President: Terry Pefanis 25 Music Square West
Nashville, TN 37203

Vice President: Rod Connor One Gaylord Drive
Nashville, TN 37214

Treasurer: Michel C. Hopper One Gaylord Drive
Nashville, TN 37214

Secretary: Thomas J. Sherrard 424 Church Street, Suite 2000
Nashville, TN 37219

Assistant Secretary: Sandy Ferrell 1453 Third Street Promenade, Suite 310
Santa Monica, CA 90401

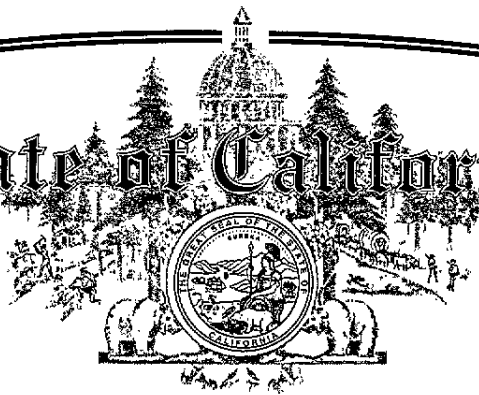
Directors

Terry Jastrow 1453 Third Street Promenade, Suite 310
Santa Monica, CA 90401

Tim DuBois 25 Music Square West
Nashville, TN 37203

00 JUL 24 AM 11:18
KILLER GOLF, INC.
OFFICE OF THE SECRETARY
NASHVILLE, TN 37203

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

00 JUL 24 AM 11:18
STATE OF CALIFORNIA
SECRETARY OF STATE

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **20th day of June, 2000, KILLER GOLF, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

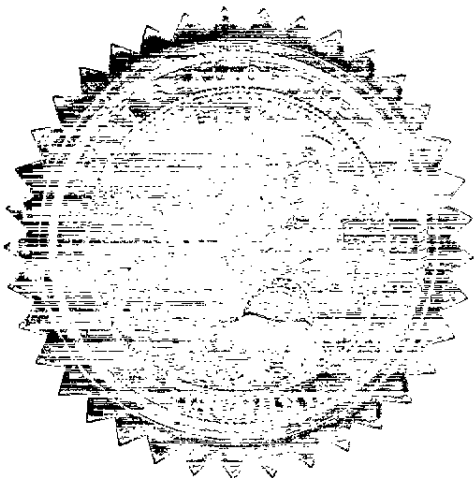
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of July 20, 2000.



Bill Jones
BILL JONES
Secretary of State

llb