

Document Number

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-09/25/00--01022--007
*****70.00 *****70.00

CORPORATION(S) NAME

Intrawest Golf Holdings, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of State
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/22/00

Order#:

Ref#:

Amount:\$

RECEIVED
00 SEP 25 AM 9:16
TALLAHASSEE, FLORIDA

FILED
00 SEP 25 AM 10:39
TALLAHASSEE, FLORIDA

FILED
00 SEP 25 AM 10:40
TALLAHASSEE, FLORIDA

3K9/25

**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. Intrawest Golf Holdings, 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 3. 86-0918167
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/29/98 5. perpetual
(Date of incorporation) (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. 2701 E. Camelback Road, Suite 401
Phoenix, AZ 85016
(Current mailing address)

8. Resort development and management
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

San McMahon

(Registered agent's signature) V.P.

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)

Director
~~Vice Chairman~~

Gary L. Raymond

Address: Suite 800, 200 Burrard St.,
Vancouver, BC CANADA V6C 3L6

Director
~~Vice Chairman~~

Jeff J. Stipec

Address: 2701 E. Camelback Road, Suite 401
Phoenix, AZ 85016

Director: James E. Onken

Address: 2701 E. Camelback Road, Suite 401
Phoenix, AZ 85016

Director:

Address:

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

President: Gary L. Raymond

Address: Suite 800, 200 Burrard St.
Vancouver, BC CANADA V6C 3L6

Vice President: John E. Currie

Address: Suite 800, 200 Burrard St.
Vancouver, BC CANADA V6C 3L6

Secretary: Ross J. Meacher

Address: Suite 800, 200 Burrard St.
Vancouver, BC CANADA V6C 3L6

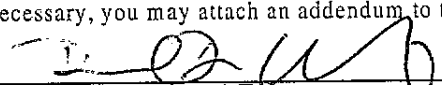
Asst. Secretary

~~Treasurer~~

David D. Kleinkopf

Address: 1050 17th Street, Suite 1500
Denver, CO 80265

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. David D. Kleinkopf, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Additional Officers of Intrawest Golf Holdings, Inc.

Jeff Stipec - Vice President
2701 Camelback Road, Suite 401
Phoenix, AZ 85016

James E. Onken - Vice President
2701 E. Camelback Road, Suite 401
Phoenix, AZ 85016

FILED
00 SEP 25 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRAWEST GOLF HOLDINGS, 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 TWELFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
20 SEP 25 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2889843 8300

AUTHENTICATION: 0668432

001457911

DATE: 09-12-00