

F0000000005574

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BANDO GOLF AMERICA, 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:

Hansuk Shim
(Name of Person)

Bando Golf America, Inc. W-20860
(Firm/Company)

3501 W. Vine St. Suite 519
(Address)

Kissimmee, FL 34741
(City/State/Zip)

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

Hansuk Shim at (407) 944-9753
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER 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

FILED
00 OCT -5 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with
10/5



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 24, 2000

HANSUK SHIM
BRANDO GOLF AMERICA INC
3501 W. VINE ST., STE 519
KISSIMMEE, FL 34741

SUBJECT: BRANDO GOLF AMERICA, INC.
Ref. Number: W00000020860

We have received your document for BRANDO GOLF AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

The document must have original signatures.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 000A00045428

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TALLAHASSEE
SECRETARY OF STATE

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Tallahassee, FL 32314

**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. BANDO GOLF AMERICA, 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. TEXAS 3. 76-0600324
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/08/1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 08/25/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3501 W. Vine Street suite 519
Yissimmee, FL 34741
(Current mailing address)

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: Hansuk Shim

Office Address: 3501 W. Vine Street, suite 519
Yissimmee, Florida, 34741
(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.

[Signature]
(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.

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TALLAHASSEE, FLORIDA

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: Sung Chang Kang

Address: 3501 W. Vine St. Suite 519
Kissimmee, FL 34741

Vice Chairman: _____

Address: _____

Director: Sung Chang Kang

Address: 3501 W. Vine St. Suite 519
Kissimmee, FL 34741

Director: _____

Address: _____

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

President: Sung Chang Kang

Address: 3501 W. Vine Street Suite 519
Kissimmee FL 34741

Vice President: HAN SUCK SHIM

Address: 1400 CROWN VIEW CT

KISSIMMEE FL 34744

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Sung Chang Kang, Han Suck Shim
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

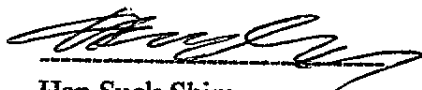
14. Sung Chang Kang, HAN SUCK SHIM
Sung Chang Kang, Han Suck Shim

BANDO GOLF AMERICA, INC.
of
BANDO GOLF CO. LTD, SEOUL, KOREA

1. Bando Golf Korea established in 1982.
2. Bando Brand Golf Club were produced and sales from 1990.
3. Biggest Golf Club Manufacturer in Korea in 1997.
4. Bando Golf Korea established Bando Golf America, Inc as its subsidiary in 1999.
5. Bando Golf America attended PGA Golf Show Orlando 2000 to sell Bando Golf Clubs.

- ⑥ Nature of business of Bando Golf America, Inc.;
- Importer : Import the Golf Clubs(Driver, Fairway wood, Iron sets, Putters, Golf Bags) from Bando Golf Korea (Mother company)
 - Whole sale: Sell those clubs to Retail Stores
 - Exporter: Export the golf equipment from USA to Korea. For Example, Shaft, Grip, Display equipment and other accessories.

Thank you,



Han Suck Shim
Bando Golf America, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

BANDO GOLF AMERICA, INC.
File No. 1522718-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on September 22, 2000.*



Elton Bomer
Secretary of State

VT