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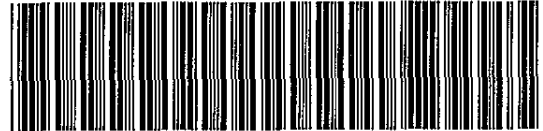
(Business Entity Name)

(Document Number)

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RECEIVED
04 JAN -9 PM 12:56
DIVISION OF CORPORATION

FILED
04 JAN -9 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 388104 4305026
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

04 JAN -9 AM 10:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 8, 2004

ORDER TIME : 10:51 AM

ORDER NO. : 388104-005

CUSTOMER NO: 4305026

CUSTOMER: Ms. Amy Hayes
Sullivan & Worcester LLP
23rd Floor
One Post Office Square
Boston, MA 02109

FOREIGN FILINGS

NAME: GOLF PLUS USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

**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*

FILED
JAN 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Golf Plus USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts

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

3. 14-1897533

(FEI number, if applicable)

4. October 9, 2003

(Date of incorporation)

5. _____

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Sullivan & Worcester LLP, One Post Office Square, Boston, MA, 02109

(Principal office address)

Three Tech Circle, Natick, MA 01760

(Current mailing address)

8. Please see attached sheet

(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

(City)

(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

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached Rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Stephen C. Goodwin, President

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

Attachment A
Golf Plus USA Inc.

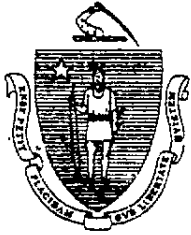
Question 8 - Corporate Purposes

The purposes of the Corporation shall be:

To engage in the business of, or any segment of the business of, the design, development, manufacture, distribution, marketing, licensing, purchase and sale of any and all kinds of golf equipment and any and all other lawful activities permitted under section 607.1503(1) of the Florida Statutes.

Rider A
List of Officers and Directors (Question 12)

<u>Name</u>	<u>Title</u>	<u>Address</u>
John Alfred Walters	Chairman of the Board	Golf Plus Limited 31 Amersham Hill High Wycombe Buckinghamshire HP13 6NU United Kingdom
Stephen C. Goodwin	President	18 Cochituate Rd. Wayland, MA 01778
Mark John Newell	Treasurer and Clerk	Golf Plus Limited 31 Amersham Hill High Wycombe Buckinghamshire HP13 6NU United Kingdom
John Alfred Walters	Director	Golf Plus Limited 31 Amersham Hill High Wycombe Buckinghamshire HP13 6NU United Kingdom
Mark John Newell	Director	Golf Plus Limited 31 Amersham Hill High Wycombe Buckinghamshire HP13 6NU United Kingdom
Christopher John Walter	Director	Golf Plus Limited 31 Amersham Hill High Wycombe Buckinghamshire HP13 6NU United Kingdom



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

January 6, 2004

TO WHOM IT MAY CONCERN:

I hereby certify that

GOLF PLUS USA INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **October 9, 2003**.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth