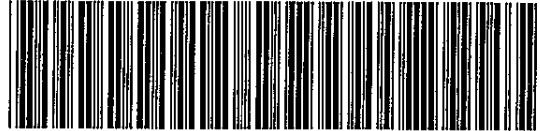


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

04 JAN -8 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: MACGREGOR GOLF (NORTH 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:

DONALD L. HEINE

(Name of Person)

MACGREGOR GOLF (NORTH AMERICA) INC.

(Firm/Company)

1000 PECAN GROVE DR. P.O. BOX 3929

(Address)

ALBANY, GA 31701

(City/State and Zip code)

For further information concerning this matter, please call:

DONALD HEINE

(Name of Person)

at (229) 420-7000

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

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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.

04 JAN -8 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. MAC GREGOR GOLF (NORTH AMERICA) 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. DELAWARE 3. 58-2285422
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/13/1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9/29/2003
(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. 1000 PECAN GROVE DR. ALBANY, GA 31701
(Principal office address)

- SAME -
(Current mailing address)

8. Research & manufacturing of Putters
(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: BOBBY GRACE

Office Address: 4910-A CREEKSIDE DR.

CLEARWATER, Florida 33760
(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.

X Bobby Grace
(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 business addresses of officers and/or directors:

FILED

A. DIRECTORS - SEE ALSO ADDENDUM:

Chairman: BARRY L. SCHNEIDER

Address: 1001 BAYHILL DR. STE 315
SAN BRUNO, CA 94066

04 JAN -8 AM 9:

SECRETARY OF ST.
TALLAHASSEE, FLO

Vice Chairman: CHARLES A. FRANK

Address: 1001 BAYHILL DR. STE 315
SAN BRUNO, CA 94066

Director: RICK BOCCI

Address: 1001 BAYHILL DR. STE 315
SAN BRUNO, CA 94066

Director: BILL HEDDEN

Address: 1001 BAYHILL DR. STE 315
SAN BRUNO, CA 94066

B. OFFICERS

~~CEO~~
~~President:~~ BARRY L. SCHNEIDER

Address: 1001 BAYHILL DR. STE 315
SAN BRUNO, CA 94066

~~CFO~~
~~Vice President:~~ CHARLES A. FRANK

Address: 1001 BAYHILL DR. STE 315
SAN BRUNO, CA 94066

~~PRESIDENT~~
~~Secretary:~~ DANA SHERTZ

Address: 1001 BAYHILL DR STE 315, SAN BRUNO, CA 94066

V.P. OF FINANCE
~~Treasurer:~~ DONALD L. HEINE

Address: 1000 PECAN GROVE DR. ALBANY, GA 31701

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. DONALD L. HEINE, VP OF FINANCE.
(Typed or printed name and capacity of person signing application)

• Addendum: Additional Directors for MacGregor Golf (North America) Inc.

FILED

04 JAN -8 AM 9:48

Billy Getty
1001 Bayhill Dr. Ste 315
San Bruno, CA 94066

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peter Getty
1001 Bayhill Dr. Ste 315
San Bruno, CA 94066

Delaware

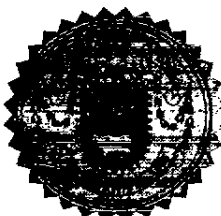
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MACGREGOR GOLF (NORTH AMERICA), 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 FOURTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MACGREGOR GOLF (NORTH AMERICA), INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF JUNE, A.D. 1997.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2761845 8300

AUTHENTICATION: 2749199

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DATE: 11-14-03