

CORPORATE REGISTRATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9111
904-222-0111 FAX

CSC networks

Mail To:
P.O. Box 5028
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 406711 4656A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyk

ORDER DATE : June 10, 1994

ORDER TIME : 1:36 PM

ORDER NO. : 406711

CUSTOMER NO: 4656A

500001199085

CUSTOMER: Father J. Forbes, Legal Asst.
Greenberg Taurig Hoffman
P. O. Box 12890

Miami, FL 33101-2890

FOREIGN FILINGS

NAME: SOUTHERN PACIFIC CLUB
CORPORATION

☒ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AT PLACE OF FILING

☐ CERTIFIED COPY
☒ CLAIM STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

FOR A FEE OF \$100.00 - Robert A. Alexander

95 JAN -4 PH 1:59

~~1001-1004~~

~~#2641-25~~

4-1-90

Sy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -4 PM 1:59



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

June 10, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: SOUTHERN PACIFIC CLUB CORPORATION
Ref. Number: W94000012974

We have received your document for SOUTHERN PACIFIC CLUB CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SOUTHERN PACIFIC CLUB CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates April 1, 1990, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2661.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

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 (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 594A00027440

95 JUN -1 11:59
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 13, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: SOUTHERN PACIFIC CLUB CORPORATION
Ref. Number: W94000012974

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SOUTHERN PACIFIC CLUB CORPORATION.

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since April 1, 1990. You were notified by letter dated June 10, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2661.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris
Corporate Specialist

Letter No. 194A00041159

Enclosure

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AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Takohisa Yoshikawa, who being by me first duly sworn, on oath deposes and says as follows:

1. Each of the following corporations is the owner of an undivided interest in a single piece of real property located in Florida (the "Property"):

Royal Meadow Golf Club, Inc. - I.D. 98-0109443
Kimitsu Golf Club, Inc. - I.D. 98-0109204
Electronic & Industrial Enterprises, Inc. - I.D. 98-0109561
Ter Japan, Inc. - I.D. 98-0109245
General Lease Co. - I.D. 98-0111240
Sanyo General Capital Co. - I.D. 98-0109027
Southern Pacific Club Corporation - I.D. 98-0111241
Mirado Golf Club, Inc. - I.D. 98-0109440

2. I am the overseas department manager for the EIE-International Corporation, which corporation represents the above-listed corporations.

3. The Property in question has been leased for a 10-year period to another entity. This other entity has contracted with a management company for the operation of the Property.

4. Other than owning a single piece of property in Florida and entering into an isolated long-term lease of the real property, these corporations have no other connection to Florida

5. The corporations are not involved in the operation of the Property nor do they maintain any business or employees in Florida nor own any other property in Florida sufficient to warrant them to qualify to do business in Florida.

FURTHER AFFIANT SAYETH NAUGHT

Dated: November 23rd '94.

By: [Signature]
Print Name: TAKEHISA YOSHIKAWA
Title: MANAGER

STATE OF FLORIDA)
COUNTY OF DADE)

SS:

The foregoing instrument was acknowledged before me this 23rd day of November, 1994 by TAKEHISA YOSHIKAWA on behalf of the above-referenced corporations. He personally appeared before me, is personally known to me or produced Japanese passport as identification, and (did) (did not) take an oath.

[NOTARIAL SEAL]

Notary: [Signature]
Print Name:
Notary Public, State of
My commission expires:

OFFICIAL NOTARY SEAL
DOUGLAS R THORNBURG
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC199141
MY COMMISSION EXP. MAY 6, 1996

**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. Southern Pacific Club Corporation
(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. Japan 3. 98-0111241
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 31, 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. (*) Date of Qualification in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 4th Fl. South Hill Nagata-cho Bldg., 1-11-30
Nagata-cho, Chiyoda-ku, Tokyo
(Current mailing address)
8. Management of general resort facilities, and sale of membership of them, etc.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida);
9. Name and street address of Florida registered agent:

Name: C.I.S.

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.

Gail Sholby
(Registered agent's signature)

Gail Sholby, as agent for
Corporation Information Services, Inc.

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.

(*) Voluntarily qualifying - corporation does not believe it is transacting business.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Representative Director
Chairman: Shigeru Kawaguchi

Address: 5-45-11, Honkomagome, Bunkyo-ku
Tokyo

Director

Vice-Chairman: Shuzo Sakai

Address: 3-14-12, Honfujisawa
Fujisawa-shi, Kanagawa Prefecture

Director: Katsuo Kuranishi

Address: Sakamoto-cho, Hodogaya-ku
Yokohama-shi, Kanagawa Prefecture

Director: Harunori Takahashi

Address: 4-7-1, Yakumo, Meguro-ku, Tokyo

B. OFFICERS

President: Shigeru Kawaguchi

Address: 5-45-11, Honkomagome, Bunkyo-ku
Tokyo

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Katsuo Kuranishi/Director

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

- Addendum -

Director: Mikio Oba

Address: 7-11-9, Todoroki, Setagaya-ku, Tokyo

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CERTIFICATE OF TRANSLATION

JAPAN)
CITY OF TOKYO) SS:
EMBASSY OF THE UNITED STATES OF AMERICA)

Before me, Stephen A. Edson Consul
of the United States of America, in and for Tokyo, Japan,
duly commissioned and qualified, personally appeared
Hitoshi SHIMBO, who, being duly sworn,
deposes and says:

That my name is Hitoshi Shimbo;

That my address is 7th Floor South Hill Nagata-cho Bldg,
11-30 Nagata-cho 1-chome, Chiyoda-ku Tokyo;

That I know well both the English and Japanese
languages;

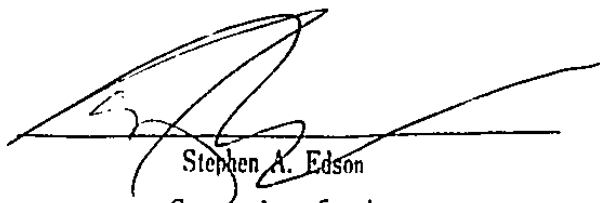
That I translated the attached Japanese language
document into the English language;

That the attached English language translation
is a true and correct translation of the
attached Japanese language document to the
best of my knowledge and belief;
And further deponent saith not.

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55 JAN -4 PM 1:59

Hitoshi Shimbo

SUBSCRIBED AND SWORN TO before me this
11th day of May, A.D. 1994.


Stephen A. Edson
Consul of the
United States of America

Certified Copy of Corporate Register

Company Name: SOUTHERN PACIFIC CLUB CORPORATION

Head Office : ~~-1-11-30 Nagata-cho, Chiyoda-ku, Tokyo-~~
~~-3-12 Kojicyo, Chiyoda-ku, Tokyo-~~
1-11-30 Nagata-cho, Chiyoda-ku, Tokyo

-Changed January 29 1990 /
Registered February 2 1990
-Changed November 10 1991 /
Registered November 15 1991

Method of Public Notice : Displayed in Kanpo (the official gazette)

Par Value of Each Share : Fifty Thousand (50,000) Yen

Total Number of Shares One Hundred Sixty Thousand (160,000) shares
authorized to be issued :

Total Number of Shares Forty Thousand (40,000) shares
already issued :

Total Amount of Capital : Two Billion (2,000,000,000) Yen

Reason(s) for Application
and Date : Company Organization
-Registered January 31, 1989

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Company Name:

SOUTHERN PACIFIC CLUB CORPORATION

Corporation Purpose :

1, Management of general resort facilities with sports, lodging, cultural, medical and recreational institutions, and sale of membership of the facilities

2 Travel Agent under Travel Agent Law

3, Management of Hotels

4, Planning, Construction and Management of Golf Course

5, Management of marine sports facilities

6, Tourist business

7, Purchasing and Selling, leasing, maintaining and intermediating real estate

8, All business related to the above business

-Changed April 8, 1989 /
Registered April 18, 1989

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95 JAN -4 PM 1:59

Company Name:

SOUTHERN PACIFIC CLUB CORPORATION

Head Office :

1-11-30 Nagata-cho, Chiyoda-ku, Tokyo

Matters concerning Directors :

Director

~~-Sigeiko-Tanaka-~~

- re-elected on June 28, 1993 /
registered on July 12, 1993
- resigned on November 30, 1993 /
registered on December 9, 1993

Director

Syuzo Sakaki

- elected on June 28, 1993 /
registered on July 12, 1993

Director

~~-Kouji-Gotoda~~

- resigned on October 29, 1993 /
registered on November 4, 1993

Director

Katsuo Kuranishi

Director

~~-Hideoaki-Okuhara-~~

- resigned on September 30, 1993 /
registered on October 7, 1993

Director

Harunori Takahashi

Director

Shigeru Kawaguchi

Representative Director

~~-Sigeiko-Tanaka-~~

~~-2293-157-Hino-cho-Konan-ku-Yokohama-shi-~~

- the above six (6) members were
re-elected on June 28, 1993 /
registered on July 12, 1993
- resigned on November 30, 1993 /
registered on December 9, 1993

Auditor

Tatsusaburo Ito

- elected on June 28, 1993 /
registered on July 12, 1993

Auditor

Mikio Oba

- re-elected on June 28, 1993 /
registered on July 12, 1993

Representative Director

Shigeru kawaguchi

5-45-11 Honkomagone Bunkyo-ku Tokyo-to

- elected on November 30, 1993 /
registered on December 9, 1993

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SOUTHERN PACIFIC CLUB CORPORATION

Other Matters :

Provisions concerning limitations on the transfer of shares

Transfer of the company's shares requires approval of the Board of Directors







This is a transcript of the register.

March 22, 1993

Tokyo Legal Affairs Bureau

Registrar Junzo Maruyama

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DIVISION OF CORPORATIONS
95 JAN -4 PM 1:59

枚数	商号 株式会社 サザン パシフィック クラブ			
  			昭和 年 月 日変更	
			昭和 年 月 日登記	
			昭和 年 月 日変更	
			昭和 年 月 日登記	
本店	東京都千代田区木田町一丁目1-1番30号			
  	東京都千代田区 紀尾井町 3番12号		平成 2年1月29日移転	
			昭和 2年2月2日	
	東京都千代田区 永田町一丁目11番30号		昭和 3年11月10日移転	
			昭和 3年11月15日	
			昭和 年 月 日	
			昭和 年 月 日登記	
公告をする方法	官報に掲載する			
			昭和 年 月 日変更	
			昭和 年 月 日登記	
額面株式の金額	金 5 万円			
	昭和 年 月 日変更	昭和 年 月 日登記		
	昭和 年 月 日変更	昭和 年 月 日登記		
発行する株式の総数	160,000 株			
	昭和 年 月 日変更	昭和 年 月 日登記		
	昭和 年 月 日変更	昭和 年 月 日登記		
	昭和 年 月 日変更	昭和 年 月 日登記		
	昭和 年 月 日変更	昭和 年 月 日登記		

発行済株式の総数 並びに種類及び数	資本の額	変 更 年 月 日
		登 記 年 月 日
発行済株式の総数 40,000 株	金 20 億円	
		昭和 年 月 日変更
		昭和 年 月 日登記
		昭和 年 月 日変更
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		昭和 年 月 日変更
		昭和 年 月 日登記
会社成立の年月日		年 月 日
登記用紙を起こした事由及び年月日 設 立		平成元年 昭和 年 / 月 3 / 日 登記

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 95 JAN -4 PM 2:02

FILED
1
SECRETARY OF STATE
DIVISION OF RECORDS & COMMUNICATIONS
95 JAN -4 PM 2:02

商 号 株式会社 サザン パシフィック クラブ

目 的

1. スポーツ、宿泊、集会、カルチャー、医療、遊園施設等を備えた総合保養施設の経営及び利用施設会員権の販売
2. 旅行業法に基づく旅行業
3. ホテルの経営
4. ゴルフ場の企画、建設並びに経営
5. マリーンスポーツ施設の経営
6. 観光事業
7. 不動産の売買、賃貸、管理及び仲介
8. 上記各号に附帯関連する一切の業務

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DIVISION OF CORPORATIONS
25 JAN 44 PM 2:02

平成 元 年 4 月 8 日変更
平成 元 年 4 月 18 日登記



目 的 欄
予 備 欄

27

登記官印

丁平成 元年 4 月 18 日除却

役員に関する事項	年	月	日	年	月	日
	原		因	原		因
	登	記	年 月 日	登	記	年 月 日
横浜市港南区日野町2293番地の157	平成5年6月28日		平成5年11月30日			
代表取締役 田中重彦	以上6名兼任 平成5年7月12日登記		辞任 平成5年12月7日登記			
監査役 伊藤辰三郎	平成5年6月28日		平成 年 月 日			
	就任 平成5年7月12日登記		平成 年 月 日登記			
監査役 大庭三喜男	平成5年6月28日		平成 年 月 日			
	兼任 平成5年7月12日登記		平成 年 月 日登記			
東京都文京区本駒込五丁目45番11号	平成5年11月30日		平成 年 月 日			
代表取締役 川口茂	就任 平成5年12月7日登記		平成 年 月 日登記			
	平成 年 月 日		平成 年 月 日			
	平成 年 月 日登記		平成 年 月 日登記			
	平成 年 月 日		平成 年 月 日			
	平成 年 月 日登記		平成 年 月 日登記			
	平成 年 月 日		平成 年 月 日			
	平成 年 月 日登記		平成 年 月 日登記			
	平成 年 月 日		平成 年 月 日			
	平成 年 月 日登記		平成 年 月 日登記			

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 SECRETARY OF PATENTS
 DIVISION OF PATENTS
 95 JAN -6 PM 2:02

商号 株式会社 サザン パシフィック クラブ

本店 東京都千代田区永田町一丁目11番30号

役員に関する事項	年	月	日	年	月
	原		因	原	
	登	記	年	登	記
取締役 ^{サカシエコ} 田中 重彦	平成5年6月28日			平成5年11月30日	
	就任			辞任	
	平成5年7月12日登記			平成5年12月9日	
取締役 ^{サカシエコ} 三修	平成5年6月28日			平成 年 月 日	
	就任				
	平成5年7月12日登記			平成 年 月 日	
取締役 後藤田 政二	平成 年 月 日			平成5年10月29日	
				辞任	
	平成 年 月 日登記			平成5年11月4日	
取締役 ^{クニシカツオ} 蔵西 克夫	平成 年 月 日			平成 年 月 日	
	平成 年 月 日登記			平成5年 月 日	
取締役 奥原 英明	平成 年 月 日			平成5年3月30日	
				辞任	
	平成 年 月 日登記			平成5年3月27日	
取締役 ^{サカハシ} 高橋 治則	平成 年 月 日			平成 年 月 日	
	平成 年 月 日登記			平成 年 月 日	
取締役 ^{サカハシ} 川口 茂	平成 年 月 日			平成 年 月 日	
	平成 年 月 日登記			平成 年 月 日	



役員欄 4丁

登記官印

3 丁平成5年7月12日除却



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DIVISION OF REGISTRATIONS
95 JAN -4 PM 2:02

これは登記簿の謄本である。

平成6年3月22日

東京法務局

登記官 丸山 純生



印
登
商
九
〇

商 号 株式会社 サザン パシフィック クラブ .

その他の事項

株式の譲渡制限に関する規定

当会社の株式を譲渡するには、取締役会の承認を受けな

ければならない。

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目的欄
予備欄

