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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 683202 869011

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : September 15, 1995

ORDER TIME : 2:56 PM

ORDER NO. : 683202

CUSTOMER NO: 869011

CUSTOMER: Ms. Jamie Hall
Prentice Hall Legal &
500 Central Avenue

Albany, NY 122062290

FILED
SECRETARY OF STATE

95 OCT -6 PM 4:13

95 OCT -6 PM 4:22

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DIVISION OF CORPORATIONS

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FOREIGN FILINGS

FILE FIRST

NAME: A&S GOLF MANAGEMENT INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. A & S GOLF MANAGEMENT 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

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

3. Applied For

(FEI number, if applicable)

4.

3/24/94
(Date of Incorporation)

5.

Perpetual

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

6.

Date of filing of this certificate

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7.

2600 Main Place Tower

Buffalo, NY 14202

(Current mailing address)

8.

Golf course management

(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: R. Scott Hutchinson

Office Address: 6538 Lake Griffin Road

Lady Lake

, Florida, 32159

(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.

R. Scott Hutchinson

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: F. Christopher Ansley

Address: 350 Bay Street, Suite 1200

Toronto, Ontario, Canada M5H2S6

Director: _____

Address: _____

B. OFFICERS

President: F. Christopher Ansley

Address: 350 Bay Street, Suite 1200

Toronto, Ontario, Canada M5H2S6

Vice President: _____

Address: _____

Assistant Secretary: Kevin P. Maloney


Address: 2600 Main Place Tower

Buffalo, NY 14202

Treasurer: _____

Address: _____

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. Kevin P. Maloney, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A&S GOLF MANAGEMENT, 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 TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1995.

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

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 OCT -6 PM 4:23



2389163 8300

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Edward J. Freel

Edward J. Freel, Secretary of State
 7654821

AUTHENTICATION:

09-27-95

DATE: