

800-342-8086



ACCOUNT NO. : 072100000000

REFERENCE : 727548 BU001V

AUTHORIZATION :

COST LIMIT : 5 PFD

ORDER DATE : November 7, 1995

ORDER TIME : 10:11 AM

ORDER NO. : 727520

CUSTOMER NO: 86901V

CUSTOMER: Ms. Mariene Ryan
Prentice Hall Legal 2
5670 Wilshire Blvd.
Suite 750
Los Angeles, CA 90036

File
Second

FOREIGN FILINGS.

NAME: NATIONAL GOLF PROPERTIES, INC.

XX	PROFIT	CORPORATE
NON PROFIT	LIMITED PARTNERSHIP	

23 QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 MAIN STAMPED COPY
 CERTIFICATE OF SOCIAL STANDING

CONTACT PERSON: Andrew C. Kasey

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
95 NOV -7 PM 1:22

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. National Golf Properties, 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. Maryland

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

3. 95-4426625

(FEI number, if applicable)

4. March 28, 1995

(Date of incorporation)

5. Perpetual

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

6. upon qualification

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

7. 1448 - 15th Street, Suite 200

Santa Monica, California 90404

(Current mailing address)

8. To acquire and own golf courses and to engage in other activities ancillary thereto.
(Purposes 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:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.
By: Marlene Ryan, Asst. Sec.
(Registered agent's signature)

Marlene Ryan, Asst. Sec.

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

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.

Richard C Price

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

14.

Richard C. Price, President

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

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FBI
SECRET
DIVISION

NATIONAL GOLF PROPERTIES, INC.

CORPORATE OFFICERS

For the State of Florida

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
Price, Richard C.	President	1448 15th Street Suite 200	Santa Monica	CA	90404
Sause, Edward R.	Executive Vice President, Secretary, Treasurer, and Chief Financial Officer	1448 15th Street Suite 200	Santa Monica	CA	90404
Thompson, Scott S.	General Counsel and Chief Leasing Officer	1448 15th Street Suite 200	Santa Monica	CA	90404

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DIVISION OF CORPORATIONS

NATIONAL GOLF PROPERTIES, INC.

CORPORATE DIRECTORS

For the State of Florida

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
Archer, Richard A.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Cushman, John C. III	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Karatz, Bruce	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Paul, Charles S.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Price, David G.	Chairman of the Board	1448 15th Street Suite 200	Santa Monica	CA	90404
Price, Richard C.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Sause, Edward R.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF MARYLAND

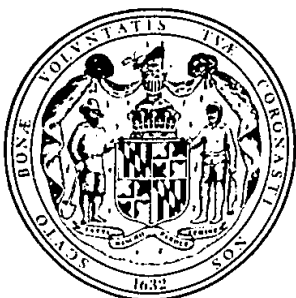
389883

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C. JAMES, OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT NATIONAL GOLF PROPERTIES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 11TH DAY OF
SEPTEMBER, 1995.

Jacqueline C. James
JACQUELINE C. JAMES
OFFICE SUPERVISOR I

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SECRETARY OF STATE
DIVISION OF RECORDS
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