

F96000000084

Document Number Only

OF CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

000001678460
-01/04/96--01066--007
*****70.00 *****70.00

CORPORATION(S) NAME

96 JAN 14 PM 12:14
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1/4
Callaway Golf Sales Company

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of N.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious name F11
<input type="checkbox"/> Restatement	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Pick Up	
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
1-4-96

PLEASE RETURN EXTRA COPIES
FILE STAMPED

CH2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Callaway Golf Sales Company
(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. California
(State or country under the law of which it is incorporated)
3. 33-0533922
(FEI number, if applicable)
4. October 15, 1992
(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 817.156, F.S.))
7. 2295 Rutherford Road, Carlsbad, California 92008

(Current mailing address)
8. Sale and distribution of golf equipment.
(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 T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

ADZ Becking
(Registered agent's signature) (Officer)

D. F. Hickey ASST. Secy.
(Type Name and Title of Officer)

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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 list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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

14. Donald H. Dye, President
(Typed or printed name and capacity of person signing application)



CALLAWAY GOLF SALES COMPANY**OFFICERS**

<u>Name</u>	<u>Office</u>	<u>Address and Social Security Number</u>
Donald H. Dye	Chairman of the Board and President	2285 Rutherford Road Carlsbad, CA 92008 547-54-6375
Bruce A. Parker	Senior Executive Vice President and Chief Merchant	2285 Rutherford Road Carlsbad, CA 92008 570-92-9457
Steven C. McCracken	Vice President and Secretary	2285 Rutherford Road Carlsbad, CA 92008 546-82-4000
David A. Rane	Vice President and Chief Financial Officer	2285 Rutherford Road Carlsbad, CA 92008 552-94-6910
Ann Barthelmess	Vice President, Credit	2285 Rutherford Road Carlsbad, CA 92008 375-44-4623
Chris Holiday	Vice President, Domestic Sales	2285 Rutherford Road Carlsbad, CA 92008 341-40-6096
Marv Hosenfeld	Vice President, National Sales	2285 Rutherford Road Carlsbad, CA 92008 056-28-8925

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CALLAWAY GOLF SALES COMPANY

DIRECTORS

<u>Name</u>	<u>Office</u>	<u>Address and Social Security Number</u>
Donald H. Dye	Chairman of the Board and President	2285 Rutherford Road Carlsbad, CA 92008 547-54-6375
Steven C. McCracken	Vice President and Secretary	2285 Rutherford Road Carlsbad, CA 92008 546-82-4000
David A. Rane	Vice President and Chief Financial Officer	2285 Rutherford Road Carlsbad, CA 92008 552-94-6910



State
of
California

OFFICE OF THE SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 15th day of October, 1961

CALLAWAY GOLF SALES COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation, nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

***IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
2nd day of January 1996***



BILL JONES
Secretary of State

Bill Jones
BILL JONES
Secretary of State



National Registered Agents, Inc.

F960000000084

VIA U.S. MAIL

October 2, 1997

500002325255--9

--10/21/97--01025--003

*****35.00 *****35.00

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee FL 32314

RE: Callaway Golf Sales Company

Dear Sir/Madam:

Enclosed for filing, please find the appropriate document required by your state for changing the registered agent to National Registered Agents, Inc. Also, please find a check in the amount of \$35.00 to cover your filing fees.

Please process as soon as possible and return a filed stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or if I can help you in any way possible, please call.

Very truly yours,

CHARLES BACLET AND ASSOCIATES, INC.

Ana M. Escobar
Paralegal

Enclosures

SECRET
FLORIDA
TALLAHASSEE

57 OCT 20 PM 2:26

APPROVED
AND
FILED

Handwritten notes: "Take necessary", "PALM", "97", and a large "J" or "D" mark.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
California submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: Calloway Golf Sales Company

1b. Date of ^{qualification} incorporation: January 4, 1996 Document number F9600U000084

2. The name and address of the current registered agent and office:
CT Corporation System

1200 S. Pine Island Drive, Plantation, FL 33324


3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301


The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.


SIGNATURE
September 29, 1997
DATE

Steven C. McCracken, Vice President, Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
plete performance of my duties, and I am familiar with and accept
the obligation of my position as registered agent.

NRAI Services, Inc.
SIGNATURE By:  C. Baclet
(Registered Agent)
DATE September 20, 1997