

1201 HAYS STREET
TALLAHASSEE, FL 32301-2007
904-222-0171
904-222-0193 FAX

800-342-8086

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ACCOUNT NO. : 072100000032

REFERENCE : 031845 9385A

AUTHORIZATION : *Patricia Pyrite*

COST LIMIT : \$ 140.00

ORDER DATE : July 25, 1996

ORDER TIME : 9:53 AM

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ORDER NO. : 031845

CUSTOMER NO: 9385A

CUSTOMER: J. Morgan Brunson, Esq
J. Morgan Brunson, Esq
1474 Jordan Hills Court

Clearwater, FL 34616

FOREIGN FILINGS

NAME: CHARLOTTE GOLF MANAGEMENT
COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
XXX (2) NEEDED CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

File
96 JUL 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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DIVISION OF CORPORATION

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. CHARLOTTE GOLF MANAGEMENT COMPANY, 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. Michigan
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. July 19, 1996
(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 617.1503, F.S.))
7. c/o John Morgan Brunson, Esq.
1474 Jordan Hills Court, Clearwater, FL 34616
(Current mailing address)
8. Any activity within the purposes for which corporations may be organized in the State of Florida
(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: John Morgan Brunson, Esq.
Office Address: 1474 Jordan Hills Court
Clearwater, Florida, 34616
(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.
See Attached
(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: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Wayne T. WallrichAddress: 22 Sunningdale LaneGrosse Pointe Shores, MI 48236

Vice President: _____

Address: _____
_____Secretary: Wayne T. WallrichAddress: 22 Sunningdale LaneGrosse Pointe Shores, MI 48236

Treasurer: _____

Address: _____

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

13. Wayne T. Wallrich

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

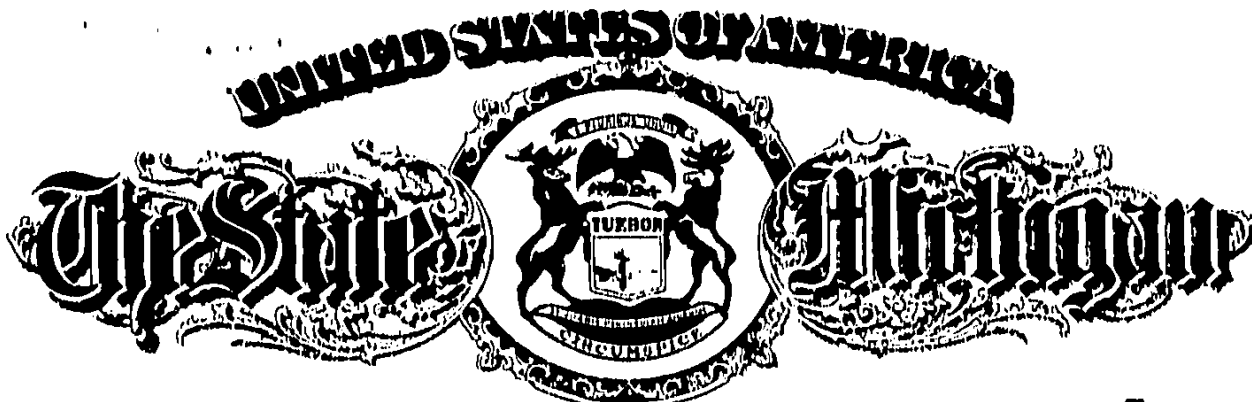
14. Wayne T. Wallrich, President

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

ACCEPTANCE

Having been named as Registered Agent and to accept service of process for CHARLOTTE GOLF MANAGEMENT LIMITED PARTNERSHIP at the place designated in the foregoing Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, I hereby accept the 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 under Section 607.0505, Florida Statutes.

John Morgan Brunson 7/24/96
John Morgan Brunson, Esq. 7/24/96



Lansing, Michigan

This is to Certify That

CHARLOTTE GOLF MANAGEMENT COMPANY, INC. a profit corporation

was validly incorporated on July 19, 1996, as a Michigan corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of July, 1996.

Carl L. Lysen Director
Corporation, Securities and Land Development Bureau

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA