

F96000006495

CUMMINGS & LOCKWOOD
A PROFESSIONAL CORPORATION

P.O. BOX 13032
3001 TAMiami TRAIL, NORTH
NAPLES, FLORIDA 33941-3032
(941) 262-8311
FAX (941) 263-0703
FAX (941) 262-6092

14850 MOUNT PINE DRIVE, SUITE 2
BONITA SPRINGS, FLORIDA 33435
10 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
FOUR STAMFORD PLAZA
STAMFORD, CT 06904
TWO GREENWICH PLAZA
GREENWICH, CT 06830
CITYPLACE 1
HARTFORD, CT 06103

December 2, 1996

Via Federal Express
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

100002018921--2
-12/04/96--01015--001
*****78.75 *****78.75

Re: Rori Corporation/ Application By Foreign Corporation for
Authorization To Do Business in Florida

w96-25360

Dear Sir/Madam:

Enclosed please find the above referenced application for Rori Corporation, a certificate of existence and check #5052 in the amount of \$78.75 for the filing fees and a certificate of status.

Please feel free to call if you have any questions. Please return all correspondence concerning this matter to the following:

Mary Jo McIntyre, Legal Assistant
Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

Sincerely,

Mary Jo McIntyre
Mary Jo McIntyre
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 12:22
w96/12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

MARY JO MCINTYRE, LEGAL ASSISTANT
CUMMINGS & LOCKWOOD
3001 TAMiami TRAIL NORTH
NAPLES, FL 34103

SUBJECT: RORI CORPORATION
Ref. Number: W96000025360

We have received your document for RORI CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 796A00054371

CUMMINGS & LOCKWOOD

A PARTNERSHIP OF PROFESSIONAL CORPORATION

P.O. BOX 413032
3001 TAMiami TRAIL, NORTH
NAPLES, FLORIDA 33941-3032
(941) 262-6311
FAX (941) 263-0703
FAX (941) 262-6092

24850 BURNT PINE DRIVE, SUITE 3
DONITA SPRINGS, FLORIDA 33923

140 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480

FOUR STAMFORD PLAZA
STAMFORD, CT 06904

TWO GREENWICH PLAZA
GREENWICH, CT 06830

CITYPLACE I
HARTFORD, CT 06103

December 11, 1996

Via Federal Express

Qualification/Tax Lien Section
Division of Corporations
Attention: Lee Rivers/Document Examiner
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Rori Corporation/Application By Foreign Corporation For
Authorization To Do Business In Florida

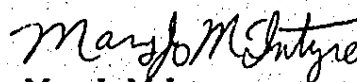
Dear Mr. Rivers:

Enclosed please find the requested Resolution of the Board of Directors of Rori Corporation to complete the above referenced application process.

Please feel free to call if you have any questions. Please return all correspondence concerning this matter to the following:

Mary Jo McIntyre, Legal Assistant
Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

Sincerely,



Mary Jo McIntyre
Legal Assistant

cc: Mr. Robert J. Sunko
Joel H. Schechter, Esquire
N1822421.DOC 12/11/96

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Robert J. Sunko, do hereby certify
(Name)

that this Resolution of the Board of Directors of Rori Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on December 9, 1996

Be it resolved, that Rori Corporation,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Grand Slam Health & Tennis Clubs, Inc. for use in Florida.

Dated: 12-10-96


Signature of either Chairman, Vice Chairman or any officer

Robert J. Sunko Director/Secretary

Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 12:22

**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. RORI 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. Delaware 3. 52-1258927
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/30/86 5. perpetual
(Date of incorporation) (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 617.155, F.S.))
7. Rori Corporation
60 Arch Street
Greenwich, CT 06830
(Current mailing address)
8. Real Estate
(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: Joel H. Schechter, Esquire
c/o Cummings & Lockwood
Office Address: 3001 Tamiami Trail North
Naples, Florida, 34103
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 12:22

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

A. DIRECTORS

Chairman: Ivan Lendl

Address: 60 Arch Street

Greenwich, Ct 06830

Vice Chairman: _____

Address: _____

Director: Robert J. Sunko

Address: 60 Arch Street

Greenwich, Ct 06830

Director: Warren Bosworth

Address: 60 Arch Street

Greenwich, Ct 06830

B. OFFICERS

President: Ivan Lendl

Address: 60 Arch Street

Greenwich, Ct 06830

Vice President: _____

Address: _____

Secretary: Robert J. Sunko

Address: 60 Arch Street

Greenwich, Ct 06830

Treasurer: _____

Address: _____

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.

Robert J. Sunko, Secretary/Director
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 12:22

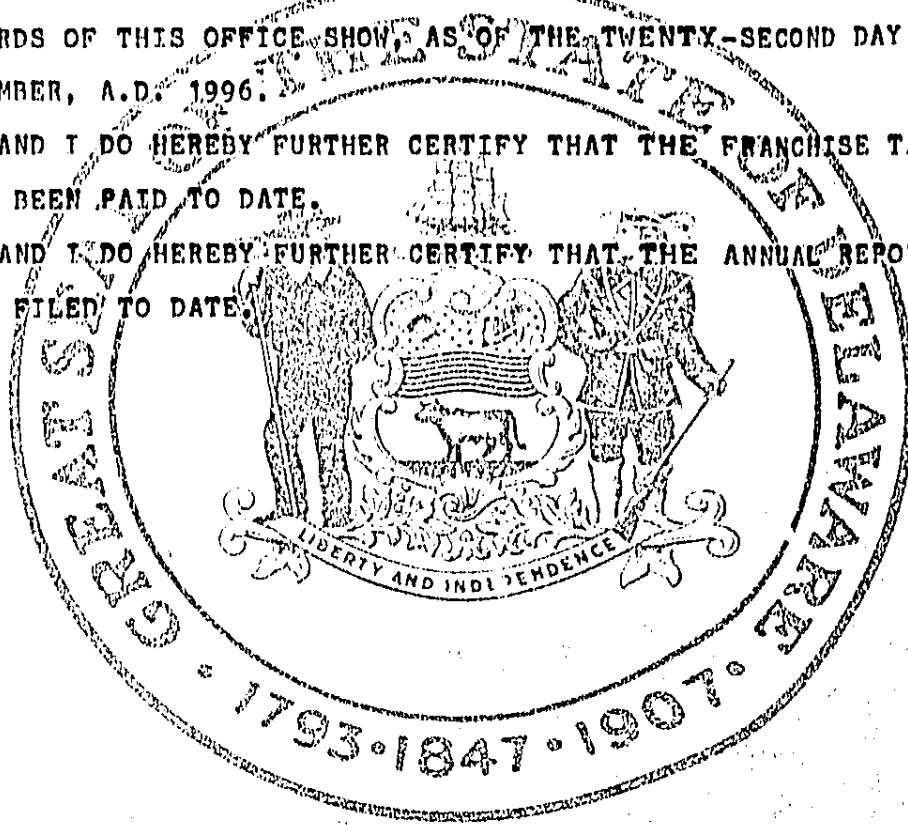
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RORI CORPORATION" 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-SECOND DAY OF NOVEMBER, A.D. 1996.

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96DEC 12 PM 12:22



Edward J. Freel

Edward J. Freel, Secretary of State

2114209 8300

960343151

AUTHENTICATION:

8206828

DATE:

11-22-96