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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400002032254--6
-12/18/96--01018--009
*****70.00 *****70.00

SUBJECT: National Golf Marketing Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GENE HUFF
(Name of Person)
National Golf Marketing Corp.
(Firm/Company)
1717 Monastery Rd
(Address)
Orange City, FL
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Gene Huff at (904) 775-1230
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

12/12/18
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 AM 10:34
RECEIVED
96 DEC 18 AM 10:32
DIVISION OF CORPORATIONS

**NATIONAL GOLF REALTY CORPORATION
NATIONAL GOLF MARKETING CORPORATION**

**1813 Holly Drive
Harrisburg, PA 17110-3229**

(717) 233-1122

FAX (717) 233-8758

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**TO: Florida Corporation Bureau
State of Florida
Tallahassee, FL**

**FROM: John E. Boland
President**

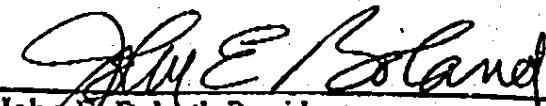
RE: Power of Attorney

DATE: December 17, 1996

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In behalf of National Golf Realty Corporation and National Golf Marketing Corporation of 1717 Monastery Road, Orange City, Florida 32763, we are filing the proper corporate forms as of 12-18-96 so as a Pennsylvania Corporation can do business in the State of Florida.

I am granting this Power of Attorney to the bearer of this document, known as Danny Eugene Huff, to sign the necessary Florida Corporation papers in behalf of myself, John E. Boland, President of both National Golf Realty Corporation and National Golf Marketing Corporation of Pennsylvania and Florida.



John E. Boland, President

BUREAU OF CORPORATION TAXES
DEPT. 280901
HARRISBURG, PA 17128-0705

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE



OCT 15 1996

NATIONAL GOLF MARKETING
CORPORATION
C/O JOHN E BOLAND
1813 HOLLY DR
HARRISBURG PA 17110

File Number 7860-300
Fiscal Year End JUN
Federal ID #
Incorporation-
Authority Date 09-19-96
Std. Industry Code 5099
Taxon Subject AA
CAPITAL STOCK
LOANS
CORPORATE NET INCOME

DEAR TAXPAYER,

Welcome to Pennsylvania's business community. The Department of Revenue has been advised that you are authorized to conduct business within the Commonwealth of Pennsylvania.

An account (file number) has been assigned for tax reporting purposes and is listed above. Please reference this number on all correspondence. The types of taxes that you are subject to report annually are also listed. Carefully review this information and make sure that your name, address and other tax information is complete and accurate. If no Federal Identification number is indicated above, please provide this number as soon as it is available to you from the Federal Government. If there are changes or additions, make the appropriate adjustments on a copy of this letter and return it promptly to:

PA Department of Revenue
Registration and Licensing Section
Dept. 280901
Harrisburg, PA 17128-0701

Pay particular attention to the month your business or fiscal year ends. This month determines when the department will automatically mail to you current tax forms and instructions. For most taxes, the annual report must be filed within 105 days after the close of your tax year.

For Capital Stock, Foreign Franchise, Corporate Net Income, and Mutual Thrift Taxes, your first quarterly estimated payments are due within 75 days following the incorporation/authority date. Likewise, form REV-1640 requesting Subchapter S status for Pennsylvania must be filed within 75 days in addition to such election for the Federal Government.

Tax reports must be timely filed annually even if your first year is less than 12 months long and regardless of the extent of business activity. Until you formally dissolve your corporate charter, file an out of existence affidavit or cancel a (PUC) license of authorization, you legally are obligated to pay timely and file all appropriate tax returns. Failure to maintain a current filing status can result in penalties and liens.

The Department of Revenue appreciates your cooperation and wishes your business much success in Pennsylvania. If you have any questions please call the Telephone Unit at (717) 772-2340.

Sincerely,

Bureau of Corporation Taxes
PA Department of Revenue

**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 Marketing 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. PA. 3. P.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/19/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. ON Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1717 MONASTERY DR
ORANGE CITY, FL.
(Current mailing address)

8. marketing memberships for a country club
(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: ~~Monastery Country Club~~ GENE HUFF

Office Address: 1717 MONASTERY
ORANGE CITY FL., Florida, _____
(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.

Gene Huff
(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
56 DEC 18 AM 10:34

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: JOHN E BOLAND

Address: 1813 HOLLY DRIVE

HARRISBURG PA. 17110

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



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

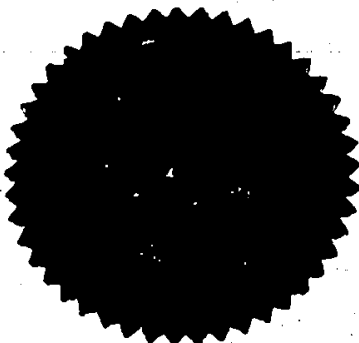
DECEMBER 13, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

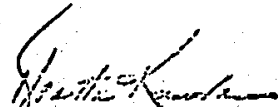
I DO HEREBY CERTIFY THAT,

NATIONAL GOLF MARKETING CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.


Secretary of the Commonwealth
PHEG