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December 16, 1996

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
409 E. Gaines Street
Capitol Building
Tallahassee, FL 32314

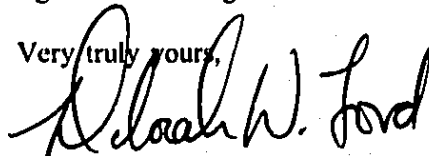
Re: **Luxor Golf, Inc.**

Dear Sir/Madam:

Enclosed please find a completed and executed Application by Foreign Corporation For Authorization to Transact Business in Florida for filing on behalf of Luxor Golf, Inc. Also enclosed is a Certificate of Good Standing as issued by the Secretary of State of the State of Delaware dated as of December 12, 1996, and a check in the amount of \$70 to cover your filing fees.

Please return confirmation of the above filing to the undersigned.

Very truly yours,



Deborah W. Ford
Corporate Paralegal

Enclosures

cc: John De Dominicis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. LUXOR GOLF, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)
3. 5/13/96
(Date of Incorporation)
4. Perpetual
(Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
6. Upon acceptance of this Application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 11428 Willow Stowe Lane, Windermere, FL 34786
(Current mailing address)
8. To develop and market golf training aids
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: John De Dominicis
Address: 11428 Willow Stowe Lane
Windermere, Florida 34786

Vice Chairman: J. Andrew O'Brien
Address: 6633 Banner Lake Circle, Apt. 4106
Orlando, Florida 32821

Director:	<u>Tony E. Ziegler</u>	DIRECTOR:	<u>Joseph R. DeLuca</u>
Address:	<u>6209 Dartmoor Court</u>	ADDRESS:	<u>455 Sea Dock Drive</u>
	<u>Orlando, Florida 32819</u>		<u>Daytona Beach, Florida 32119</u>

Director: Michael F. De Dominicis
Address: 11428 Willow Stowe Lane
Windermere, Florida 34786

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TALLAHASSEE, FLORIDA

A. Officers:

President: John De Dominicis
Address: 11428 Willow Stove Lane
Windermere, Florida 34786

Vice President: J. Andrew O'Brien
Address: 6635 Banner Lake Circle, Apt. 4106
Orlando, Florida 32821

Secretary: Tony E. Ziegler
Address: 6209 Dartmoor Court
Orlando, Florida 32819

Treasurer: Michael F. De Dominicis
Address: 11428 Willow Stove Lane
Windermere, Florida 34786

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida 32301
Zip Code

11. 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: Sheila R. Hawkins
(Officer)
Sheila R. Hawkins, Asst. Secy.
(Type Name and Title of Officer)

12. 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.

13. John De Dominicis
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. John DeDominicis, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State **PAGE 1**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUXOR GOLF, INC." 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 TWELFTH DAY OF DECEMBER, A.D. 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8237974

DATE: 12-12-96