



THE UNITED STATES
CORPORATION
COMPANY

F97000000659

ACCOUNT NO. : 072100000032

REFERENCE : 130142 7118066

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piguet

ORDER DATE : February 10, 1999

ORDER TIME : 3:04 PM

ORDER NO. : 130142-065

CUSTOMER NO: 7118066

700002774377--5

CUSTOMER: Ms. Shannon Bowman
Henslee & Cassidy
Suite 840
3030 Lbj Freeway
Dallas, TX 75234

FOREIGN FILINGS

NAME: CLUB CORPORATION OF AMERICA

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

n/c

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 FEB 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

99 FEB 12 PM 3:57

See 2/15

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

FILED
99 FEB 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. Club Corporation of America
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. 2/7/97
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/22/99
5. ClubCorp USA, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

By: Thomas T. Henslee
Signature
Thomas T. Henslee
Typed or printed name

2/9/97
Date
Secretary
Title

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CLUBCORP USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 1986, AT 10:01 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIFTH DAY OF JULY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTEENTH DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLUB CORPORATION OF AMERICA" TO "CLUBCORP USA, INC." FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

2089598 8310

991053536

9570064

02-10-99



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

AUTHENTICATION:

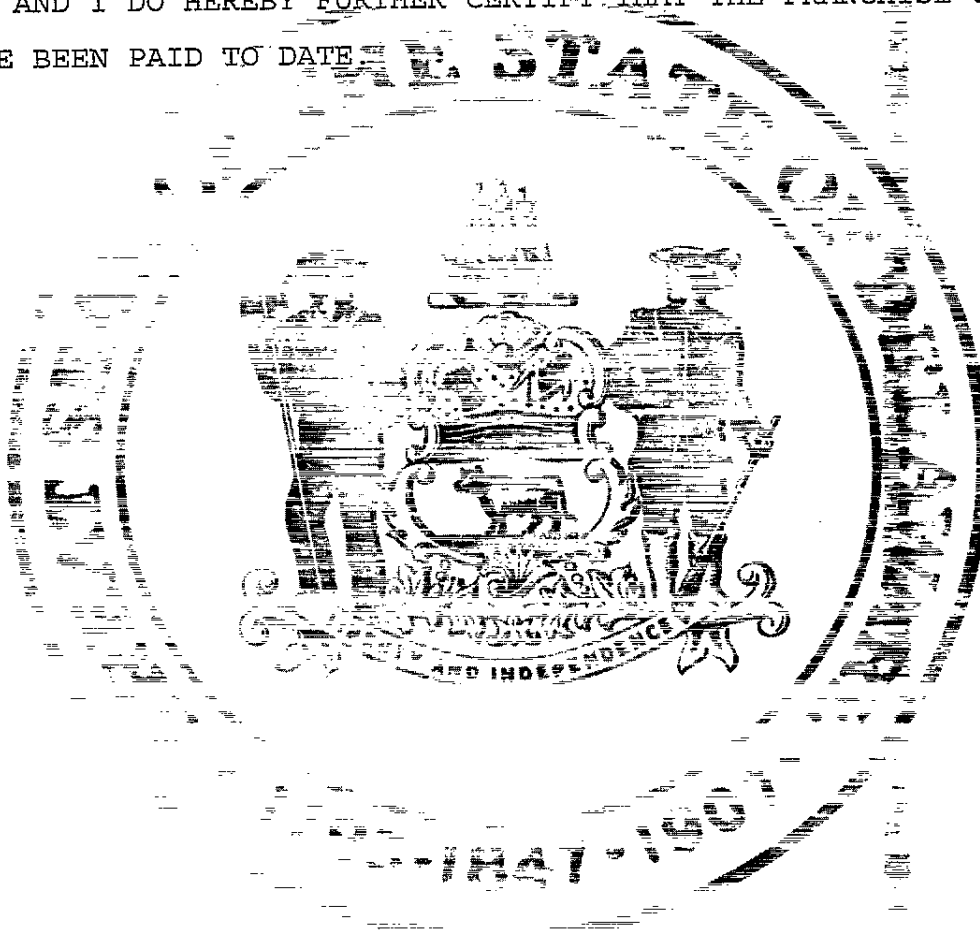
DATE:

Office of the Secretary of State

AFORESAID CORPORATION.

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

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



2089598 8310

991053536



9570064
02-10-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: