



THE UNITED STATES
CORPORATION
COMPANY

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
5029861

ACCOUNT NO. : 0721000000320
REFERENCE : 581347
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

ORDER DATE : October 28, 1997
ORDER TIME : 3:24 PM
ORDER NO. : 581347-005
CUSTOMER NO: 5029861

CUSTOMER: Ms. Deborah Jaeggi
Cobblestone Golf Group
3702 Via De La Valle
Suite 202
Del Mar, CA 92014

400002333424--2

FOREIGN FILINGS

NAME: COBBLESTONE GOLF GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

9/10/30
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Cobblestone Golf Group, 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. State of Delaware 3. 95-4391248
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 1, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 27, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3702 Via De La Valle, Suite 202
Del Mar, California 92014
(Current mailing address)
8. Golf Course acquisition and management
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: United States Corporation Co.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Deborah D. Skipper as 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.

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

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

Chairman: Mr. Frederick Warren

Address: 2830 Calzada Avenue
Santa Ynez, California 93460

Vice Chairman: _____

Address: _____

Director: James A. Husband

Address: 2502 Mango Way
Del Mar, California 92014

Director: David Wong

Address: 555 Crestline Drive
Los Angeles, California 90049

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

President: James A. Husband

Address: 2502 Mango Way
Del Mar, California

Vice President: Gary L. Dee

Address: 17833 Pueblo Vista Lane
San Diego, California 92127

Secretary: Stefan Karnavas

Address: 5220 Fiore Terrace M 304
San Diego, California 92122

Treasurer: Same As Above (Karnavas)

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. Andrew Crosson

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

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A. DIRECTORS (Addendum to Directors)

Director: Mr. Paul Lewis Davies III
191 Britton Avenue
Atherton, California 94027

Director: Mr. Thomas E. Davin
219 Heliotrope Avenue
Carona Del Mar, California 92625-3236

Director: Mr. Doug Pearson
3 Zephyr Road
Laguna Niquel, California 92677

Director: Mr. Martin Reid
10801 E. Happy Valley Road, #44
Scottsdale, Arizona 85255

Director: Mr. John M. Sullivan
131 Rocktown Lamberville Road
West Amwel, New Jersey 08530

B. Officers (Addendum to Officers)

Officers: Andrew Crosson Vice President Acquisition
12775 Cale de la Siena
San Diego, California 92130

Officers: Norman Goodmanson Vice President Development
4660 Lisann
San Diego, California 92117

Officers: David H. Wong Assistant Secretary
555 Crestline Drive
Los Angeles, California 90049

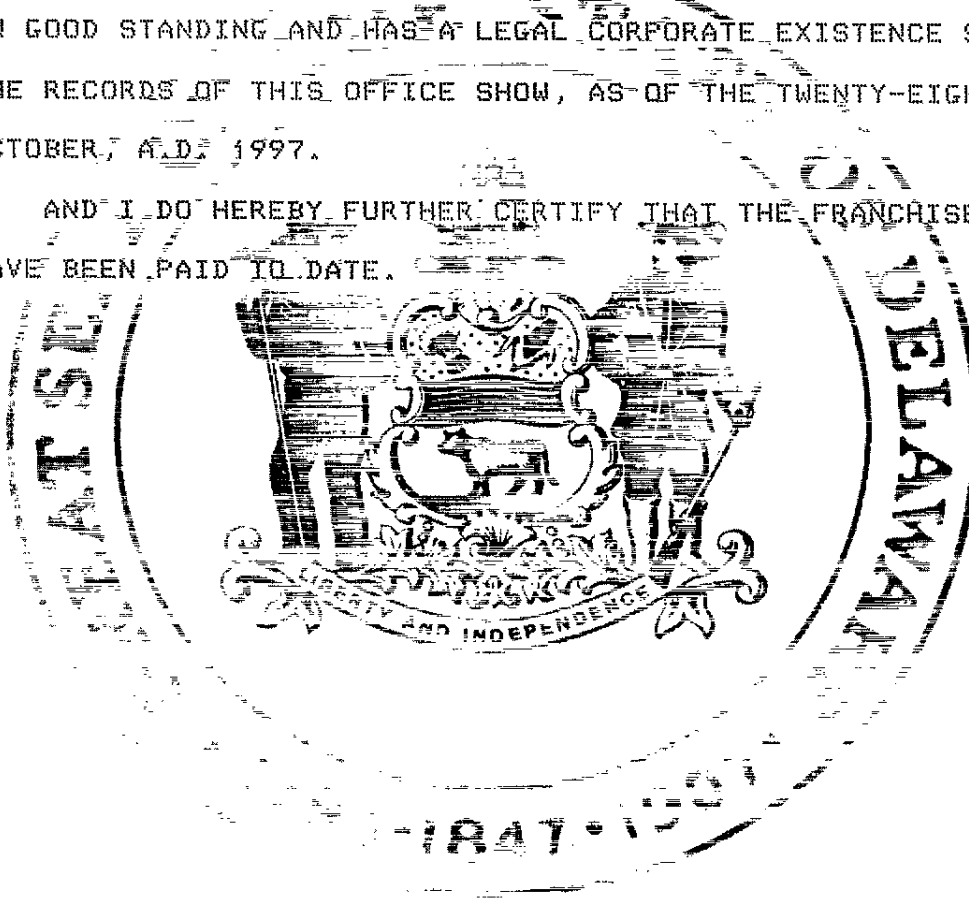
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COBBLESTONE GOLF GROUP, 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 TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1997.

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



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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2306328 8300

DATE:

8727493

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10-28-97