F98000000631

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 683694 4808062

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70.00

ORDER DATE : January 27, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 683694-020

CUSTOMER NO: 4808062

200002419802--8

CUSTOMER: Ms. Heidi Kobrin
Morgan, Lewis & Bockius Llp
300 South Grand
22nd Floor
Los Angeles, CA 90071-3132

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 PM 12:07

FOREIGN FILINGS

NAME: INTERNATIONAL GOLF MAINTENANCE, INC.

XXXX QUALIFICATION (TYPE: CO)

mtn 2/3

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

RECEIVED
98 FEB -3 AM 11:37
DIVISION OF CORPORATION

CONTACT PERSON: Cindy Harris

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. INTERNATIONAL GOLF MAINTENANCE, 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. DELAWARE
(State or country under the law of which it is incorporated)

3. APPLIED FOR
(FEI number, if applicable)

4. 1/27/98
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

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7. 331 SOUTH FLORIDA AVENUE, SUITE 41
LAKELAND, FL 33801
(Current mailing address)

8. GOLF COURSE MAINTENANCE/OPERATION
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

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.

Corporation Service Company

By: Karen B. Rozar
(Registered agent's signature) **Karen B. Rozar, As Its Agent**

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)

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

Chairman: ARNOLD ROSENSTEIN

Address: 345 N. MAPLE DRIVE

BEVERLY HILLS, CA 90210

Vice Chairman: RICK KOENIGSBERGER

Address: 1301 AVENUE OF THE AMERICAS, 38TH FLOOR

NEW YORK, NY 10019

Director: ______

Address: ______

______

Director: ______

Address: ______

______

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

President: ARNOLD ROSENSTEIN

Address: 345 N. MAPLE DRIVE

BEVERLY HILLS, CA 90210

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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. ARNOLD ROSENSTEIN, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL GOLF MAINTENANCE, 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-SEVENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERNATIONAL GOLF MAINTENANCE, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 FEB 3 PM 12:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8887052

DATE: 01-27-98