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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ForePar Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-02/12/98--01015--003
*****70.00 *****70.00

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:

William A. Pugliese
(Name of Person)

ForePar Corporation
(Firm/Company)

25 East Seminole St. Suite 201
(Address)

Stuart, Florida 34994
(City/State/Zip)

W98-3185

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

William A. Pugliese at (561) 781-0949
(Name of Person) (Area Code & Daytime Telephone Number)

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11:10
98 FEB 24 PM 1:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1998

WILLIAM A. PUGLIESE
FOREPAR CORP.
25 EAST SEMINOLE ST. SUITE 201
STUART, FL 34994

SUBJECT: FOREPAR CORP.
Ref. Number: W98000003185

We have received your document for FOREPAR CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certified copy you submitted, as it is not the same as the certificate of existence which we require. The certificate we need is issued by the same office in Delaware which provided you the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 698A00008226

Dear Mr. Rivers,

2/21/98

Please find document requested "Certificate of existence"/
"Certificate of Good Standing" on next page. If there is
anything you can do to speed this process up I would
greatly appreciate it. Thank you Sir. Go Noles!!!

**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. ForePar Corp
(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 3. 65-0810543
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 20, 1998 At 9:00 A.m. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon the State of Florida's approval- (Secretary Of State)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. ForePar Corporation 25 East Seminole St. Suite 201
Stuart, Florida 34994
(Current mailing address)
8. To place classified ads in Newspapers selling information via pamphlets about the Golf Course Industry. Specifically- How to become a Golf Course Superintendent and what colleges will train you and in what State.
(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: William A. Pugliese

Office Address: 25 East Seminole St. Suite 201

Stuart, Florida, 34994
(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.

William A. Pugliese
(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.

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DIVISION OF CORPORATIONS
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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: William A. Pugliese

Address: 25 East Seminole St, Suite 201

Stuart, Florida 34994

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: William A. Pugliese

Address: 25 East Seminole St. Suite 201

Stuart, Florida 34994

Vice President: _____

Address: _____

Secretary: William A. Pugliese

Address: 25 East Seminole St. Suite 201

Stuart, Florida 34994

Treasurer: William A. Pugliese

Address: 25 East Seminole St. Suite 201

Stuart, Florida 34994

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William A. Pugliese
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

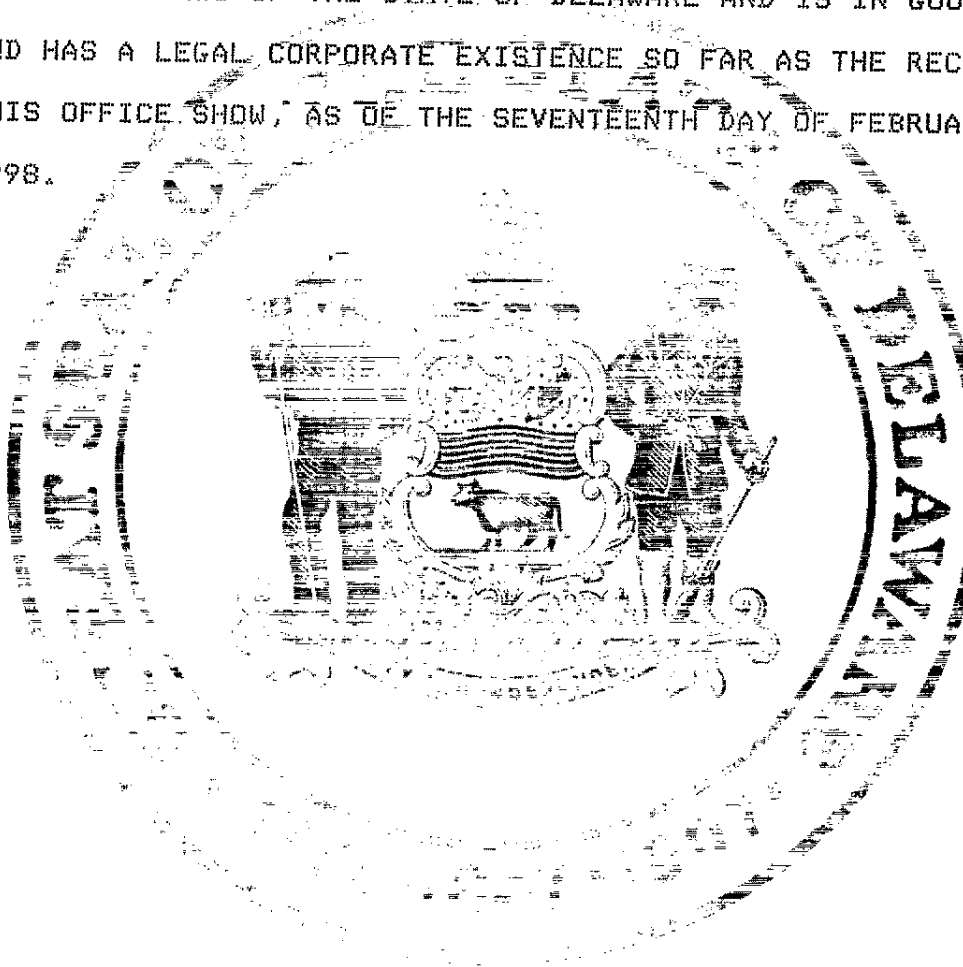
14. William A. Pugliese - Chairman, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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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 "FOREPAR CORP." 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 1998.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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