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PLEASE REPLY TO:

LAKE WALES
March 4, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600002449486--0
-03/06/98--01070--033
*****78.75 *****78.75

Re: Bull Run County Club, Inc.

Dear Sir:

Enclosed for filing, with regard to the above referenced corporation, are the following documents: Transmittal Letter; Application by Foreign Corporation for Authorization to Transact Business in Florida; and a certified copy of the Certificate of Existence. Also enclosed is this firm's \$78.75 check, representing payment of the following fees: \$35.00 filing fee; \$35.00 registered agent fee; and \$8.75 for a Certificate of Status.

Upon approval and filing of the authorization, please furnish the Certificate of Status to the attention of: Jacob C. Dykxhoorn, Esquire, Peterson & Myers, P.A., P.O. Box 1079, Lake Wales, FL 33859-1079. If anything further is required, please call me at (941) 676-7611. Thank you for your assistance in this matter.

Sincerely,

Jacob C. Dykxhoorn

Jacob C. Dykxhoorn

JCD/bb
enclosures

cc: Jay Smithey
Pat Gavigan

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 AM 8:29

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: BULL RUN COUNTRY CLUB, INC.
(NAME OF CORPORATION)

Dear Sir or Madam:

The enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, certificate of existence, and check are being submitted to qualify the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jacob C. Dykxhoorn, Esquire
(Name of Person)

Peterson & Myers, P.A.
(Firm/Company)

130 E. Central Avenue
(Address)

Lake Wales, FL 33859-1079
(City, State and Zip Code)

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

Jacob C. Dykxhoorn at (941) - 676 - 7611
(Name of Person) Area Code & Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. BULL RUN COUNTRY CLUB, 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. Indiana

(State or country under the law of which it is incorporated)

3. 11/7/97

(Date of Incorporation)

4. Perpetual

(Duration-Year Corp. will cease to exist or "perpetual")

5. 35-2034283

(Federal Employer Identification number, if applicable)

6. 1/1/98

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

7. 929 E. 23rd, Indianapolis, IN 46205

(Current mailing address)

8. Operate a golf course

(Corporate purpose and nature of business in which it is engaged in Florida)

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9. Name and Street address of Florida registered agent:

Name: Patrick Gavigan

Office Address: 2106 Pacific Road

Kissimmee

Florida

34759

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.

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.

9. Names and addresses of officers and/or directors.

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: See Exhibit A attached hereto
Address: _____

Director: _____
Address: _____

B. Officers:

President: Patrick Gavigan
Address: 2106 Pacific Road
Kissimmee, FL 34759

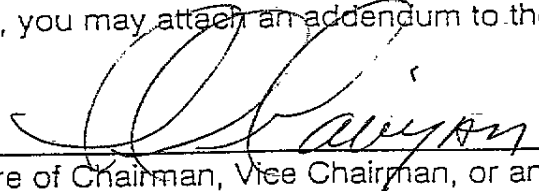
Vice President: Steve Ramey
Address: 167 E. Stop 13 Road
Indianapolis, IN 46227

Secretary: Jay D. Smithey
Address: 7244 Travis Road
Greenwood, IN 46143

Treasurer: Jay D. Smithey
Address: 7244 Travis Road
Greenwood, IN 46143

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

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Patrick Gavigan, as director and as president
(Name and capacity of person signing application)

**LIST OF DIRECTORS
OF
BULL RUN COUNTRY CLUB, INC.**

JAY D. SMITHEY
7244 Travis Road
Greenwood, IN 46143

TED W. CROMLICH
1201 Carson Way #242
Greenwood, IN 46142

ROBERT N. UEBELHOR
7920 Rahke Road
Indianapolis, IN 46217

STEVE RAMEY
167 E. Stop 13 Road
Indianapolis, IN 46227

DAVE WINDISCH, SR.
P.O. Box 42
Bargersville, IN 46106

PATRICK GAVIGAN
502 Parsely Court
Kissimmee, FL 34759

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

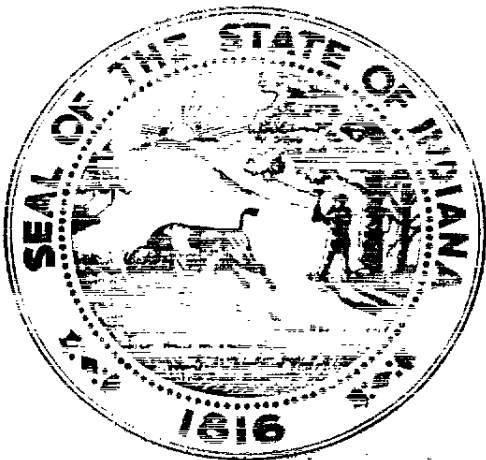
I further certify that records of this office disclose that

BULL RUN COUNTRY CLUB, INC.

filed Articles of Incorporation on November 07, 1997, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twentieth day of February, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy