



THE UNITED STATES
CORPORATION
COMPANY

F98000002208

ACCOUNT NO. : 072100000032

REFERENCE : 778990 4806562

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

204/20

ORDER DATE : April 13, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 778990-005

CUSTOMER NO: 4806562

CUSTOMER: Mark Lyon, Esq
Fortune Brands, Inc.
1700 East Putnam Ave.
P.o. Box 819
Old Greenwich, CT 06870

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 11:20

200002493132--9

FOREIGN FILINGS

NAME: COBRA GOLF INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED
98 APR 20 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FL 32304

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. Cobra Golf Incorporated

(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. ---

(FEI number, if applicable)

4. August 5, 1993

(Date of Incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1812 Aston Avenue

Carlsbad, CA 92008

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware

(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: The Prentice-Hall Corporation System, Inc.

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.

By: Vicki Schreut

(Registered agent's signature)

Asst. V.P.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 APR 20 AM 11:20

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: Walter R. Uihlein

Address: 333 Bridge Street

Fairhaven, MA 02719

Director
Vice Chairman: Robert S. Dubiel

Address: 1812 Aston Avenue

Carlsbad, CA 92008

Director: John T. Ludes

Address: 1700 East Putnam Avenue

Old Greenwich, CT 06870

Director: Dale M. Shenk

Address: 333 Bridge Street

Fairhaven, MA 02719

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

President: Robert S. Dubiel

and Chief Exec. Officer
Address: 1812 Aston Avenue

Carlsbad, CA 92008

Vice President: David C. Riggan

Finance & Asst. Treasurer
Address: 1812 Aston Avenue

Carlsbad, CA 92008

Secretary: Mark S. Lyon

Address: 1700 East Putnam Avenue


Old Greenwich, CT 06870

Treasurer: Mark Hausberg

Address: 1700 East Putnam Avenue

Old Greenwich, CT 06870

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. Mark S. Lyon, Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 11:20

COBRA GOLF INCORPORATED

DIRECTORS*

Robert S. Dubiel
John T. Ludes
Dale M. Shenk
Walter R. Uihlein

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 11:20

OFFICERS

Walter R. Uihlein
Robert S. Dubiel
Robert D. Hirsch
D. Clayton Long
Christopher S. Merrill
Steven F. Pelisek
David C. Riggan
Dale M. Shenk
Pascal Stolz
James S. Vincent
Mark Hausberg
Mark S. Lyon
Louis F. Fernous, Jr.
Thomas H. Bova
Richard A. Phelan

Chairman
President and Chief Executive Officer
Vice President - Product Development
Vice President - Research and Development
Vice President - Information Systems
Vice President - Sales
Vice President - Finance and Assistant Treasurer
Vice President
Vice President - Marketing
Vice President - National Accounts
Treasurer
Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer

*Two vacancies exist

July 15, 1997

D&O-SUBS.DOC

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COBRA GOLF INCORPORATED" 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 THIRTEENTH DAY OF APRIL, A.D. 1998.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 11:20

2346446 8300

981139966



9023495
04-13-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: