

F98000003113

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Premier Co. LTD DBA B & B Natural Golf
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

W98-5731

Francis M. Powers, Jr.

(Name of Person)

Premier Co. LTD

(Firm/Company)

911 Westminster Drive

(Address)

Williamsport, PA 17701

(City/State/Zip)

200002457362--6

-03/13/98-01123-004

****122.50 ****122.50

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

Sandra L. Dwyer

(Name of Person)

at (717) 322-4138

(Area Code & Daytime Telephone Number)

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

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JP 6/2

Add "reinc." to
dba name per
Sandra L. Dwyer
4/13/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 16, 1998

FRANCIS M. POWERS, JR.
PREMIER CO. LTD
911 WESTMINSTER DR.
WILLIAMSPORT, PA 17701

SUBJECT: PREMIER CO. LTD
Ref. Number: W98000005731

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We have received your document for PREMIER CO. LTD and your check(s) totaling \$122.50. 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.

In order to adopt the name B & B NATURAL GOLF, the corporation must submit a name resolution form. Please find one enclosed for your convenience. The adopted name must contain a corporate suffix: Corporation, Corp., Company, Co., Incorporated, or Inc.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 798A00013968

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned Paul Harris (Name), do hereby certify

that this Resolution of the Board of Directors of PREMIER CO LTD

(Corporate Name)

a corporation duly organized and existing under the laws of the TURKS & CAICOS ISLANDS ~~State of~~ British West Indies


was duly adopted on 20th day of February, 1998.

Be it resolved, that PREMIER CO LTD (Corporate Name),

organized and existing in the TURKS & CAICOS ISLANDS ~~State of~~ British West Indies, hereby adopts the name

B & B NATURAL GOLF, Inc. for use in Florida.

Dated: 20 March 1998

 Sec
Signature of either Chairman, Vice Chairman or any officer

PAUL D. HARRIS
Type or print name

**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. Premier Co, LTD. DBA B & B Natural Golf, 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. BWI 3. 98 0155413
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 26, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipate 1 April 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 911 Westminster Drive
Williamsport, PA 17701
(Current mailing address)
8. Conduct Business - Operating of Golf
(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: Bradley Powers
B & B Natural Golf
Office Address: 12601 N US Highway 301
Thonotosassa, Florida, 33592
(Zip code)

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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.

x 
(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)

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

Chairman: Jack Williams, KATHLEEN WILLIAMS PAUL HARRIS
Director: Four Corners, Airport Rd, Grand Turk, T&C Is 2000 E. COUNTYLINE
Address: N-C172
HIGHLANDS RANCH, CO
80126

Exec Director: Francis M. Powers Jr (NOT CORP DIR.)
Address: 1625 Elliott St
Williamsport, PA 17701

Exec Director: Caryn Powers (NOT CORP DIR.)
Address: 1625 Elliott St
Williamsport, PA 17701

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

President: JACK D. WILLIAMS
Address: FOUR CORNERS, AIRPORT RD
GRAND TURK, T&C IS BWI


Vice President:

Address:

~~Secretary:~~ Paul Harris
Address: ~~6711 S. Kearney Court~~
~~Englewood Co 80112~~

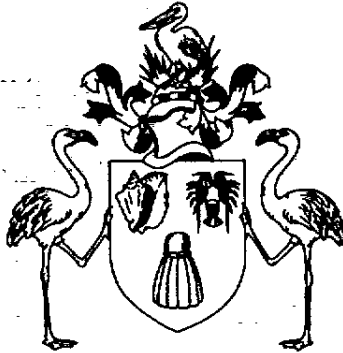
Treasurer: LES R. RETHERFORD
Address: 2000 E. COUNTYLINE N-C172
HIGHLANDS RANCH CO 80126

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. PAUL D. HARRIS, SECRETARY
(Typed or printed name and capacity of person signing application)

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TO WHOM IT MAY CONCERN

Certificate of Good Standing

This is to Certify that

.....PREMIER CO., LTD.....

incorporated under the Companies Ordinance 1981 on the 26th day
of July 19 95 is in good standing with this Office at
the date hereof.

Given under my hand and seal this 13th day of May 19 98


DEBORAH C. ASHTON
Registrar of Companies.
Turks & Caicos Islands

Registered No. E.15776

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