



THE UNITED STATES
CORPORATION
COMPANY

F98000003509

ACCOUNT NO. : 072100000032

REFERENCE : 846858 7155844

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 8, 1998

ORDER TIME : 12:11 PM

W98-13359

ORDER NO. : 846858-015

CUSTOMER NO: 7155844

200002555032-6
-06/10/98-D1084-011
*****70.00 *****70.00

CUSTOMER: Mr. Paul S. Miller
Hiner, Demorest & Berman, P.c.
Suite 1400
888 West Big Beaver
Troy, MI 48084

FILED
6/14
98 JUN 10 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: PRESTWICK GOLF DEVELOPMENT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stacy L Earnest

RECEIVED
98 JUN 10 PM 1:23
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 10, 1998

CSC
ATTN: STACY L. EARNEST

RESUBMIT

SUBJECT: PRESTWICK GOLF DEVELOPMENT, INC. Please give original
Ref. Number: W98000013359 submission date as file date.

We have received your document for PRESTWICK GOLF DEVELOPMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

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 Specialist

Letter Number: 798A00032618

RECEIVED
98 JUN 19 PM 3:19
DIVISION OF CORPORATION

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. Prestwick Golf Development, 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. Michigan

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

3. 38-3371589

(FEI number, if applicable)

4. February 14, 1997

(Date of Incorporation)

5. Perpetual

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

6. April 1, 1998

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

7. 177 Prestwick Trail

Highland, Michigan 48357

(Current mailing address)

8. Real Estate Management

(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.

Deborah D. Skipper, as 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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Roy A. Gaddey, Jr.Address: 177 Prestwick TrailHighland, Michigan 48357

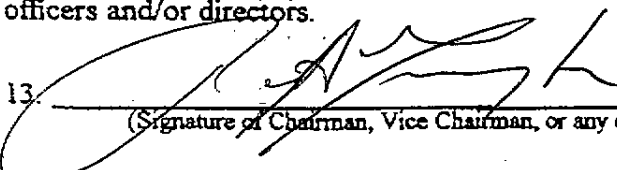
Director: _____

Address: _____

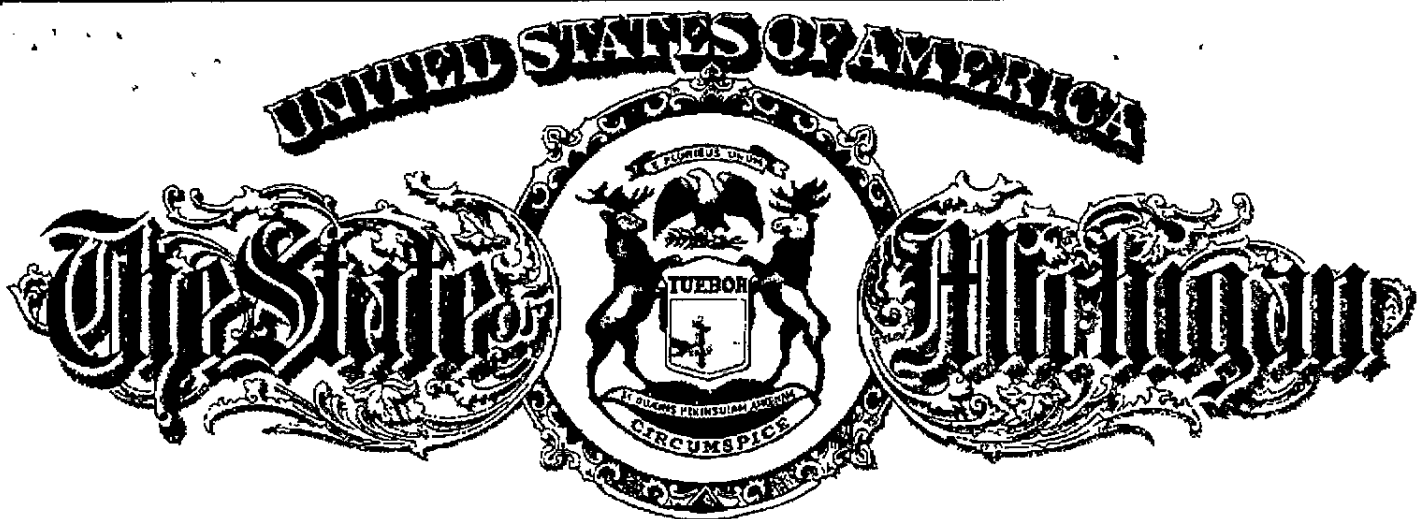
B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: Roy A. Gaddey, Jr.Address: 177 Prestwick TrailHighland, Michigan 48357

Vice President: _____

Address: _____

Secretary: Roy A. Gaddey, Jr.Address: 177 Prestwick TrailHighland, Michigan 48357Treasurer: Roy A. Gaddey, Jr.Address: 177 Prestwick TrailHighland, Michigan 48357**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. Roy A. Gaddey, Jr., President
(Typed or printed name and capacity of person signing application)98 JUN 10 PM 3 49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

PRESTWICK GOLF DEVELOPMENT, INC.

was validly incorporated on February 14, 1997, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of June, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



173 0372635

FILED
98 JUN 10 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA