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ACCOUNT NO. : 072100000032

REFERENCE : 902943 4307468

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : July 23, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 902943-025

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CUSTOMER NO: 4307468

CUSTOMER: Erma Scattaglia, Legal Asst
Wilentz, Goldman & Spitzer
90 Woodbridge Center Drive
P.o. Box 10
Woodbridge, NJ 07095

FOREIGN FILINGS

NAME: THE GOLF-NETWORK, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Cassandra Bryant

FILED
98 AUG 10 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 10 PM 12:22
DIVISION OF CORPORATION

Handwritten signature/initials

**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. The Golf-Network, 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. New Jersey (State or country under the law of which it is incorporated) 3. 22-3578782 (FEI number, if applicable)

4. March 27, 1998 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. On or after qualification (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 39 Avenue of the Commons, Suite 204
Shrewsbury, New Jersey 07702
(Current mailing address)

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8. Operation of a computerized golf course tee time reservations system
(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.

Zuema M. Howarth - ASST V.P.
(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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Bruce Matzel

Address: 39 Avenue of the Commons, Suite 204

Shrewsbury, New Jersey 07702

Director: Gregory Matzel

Address: 39 Avenue of the Commons, Suite 204

Shrewsbury, New Jersey 07702

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

President: Gregory Matzel

Address: 39 Avenue of the Commons, Suite 204

Shrewsbury, New Jersey 07702

Vice President: Bruce Matzel

Address: 39 Avenue of the Commons, Suite 204

Shrewsbury, New Jersey 07702

Secretary: Gregory Matzel

Address: 39 Avenue of the Commons, Suite 204

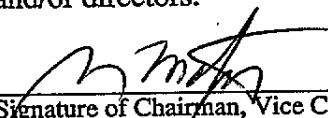
Shrewsbury, New Jersey 07702

Treasurer: Gregory Matzel

Address: 39 Avenue of the Commons, Suite 204

Shrewsbury, New Jersey 07702

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. Gregory Matzel, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE GOLF-NETWORK, INC.
With the Previous or Alternate Name
THE GOLF-NETWORK

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on March 27, 1998.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Brian J Molloy
90 Woodbridge Center Dr
Woodbridge, NJ 07095

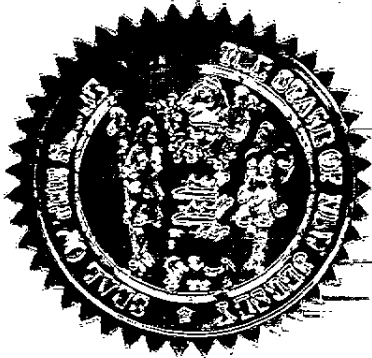
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TALLAHASSEE, FLORIDA

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SHORT FORM STANDING

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IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
24th day of July, 1998

A handwritten signature in cursive script, reading "James A. DiEleuterio, Jr.".

James A DiEleuterio, Jr.
Treasurer