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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

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-10/30/98--01058--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Brown Forest Club, Inc.  
(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:

Scott A. Elk, Esq.  
(Name of Person)  
Elk, Bankier, Palmer & Christu  
(Firm/Company)  
4800 North Federal Highway, Suite 200-E  
(Address)  
Boca Raton, Fl 33431  
(City/State/Zip)

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TALLAHASSEE FLORIDA

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

Jennifer Ambrose at ( 561 ) 368-8800  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

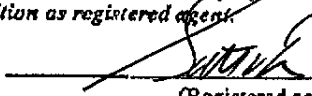
Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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. Brown Forest Club, 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. Maryland 3. 52-2125740  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-16-98 5. Perpetual  
(Date of incorporation) (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. 225 East Redwood Street  
Baltimore, Maryland 21202  
(Current mailing address)
8. To acquire, operate and otherwise deal with, either directly or through the ownership interests in partnerships, limited liability companies or other entities, real property.  
(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: Scott A. Elk, Esq.  
Office Address: 4800 North Federal Highway, Suite 200E  
Boca Raton, Florida, 33431  
(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.
12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: John M. Prugh  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

Vice Chairman: Peter E. Bancroft  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

Director: Terry F. Hall  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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

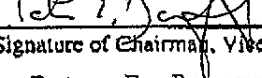
President: John M. Prugh  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

Vice President: Peter E. Bancroft  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

Secretary: Terry F. Hall  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

Treasurer: Timothy M. Gisriel  
Address: 225 East Redwood Street, 4th Floor  
Baltimore, Maryland 21202

**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. Peter E. Bancroft  
(Typed or printed name and capacity of person signing application)

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# STATE OF MARYLAND

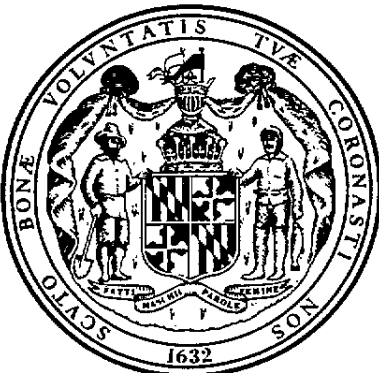
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## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BROWN FOREST CLUB, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 19TH DAY OF OCTOBER, 1998.

*Rita Winston*  
RITA WINSTON  
CHARTER DIVISION