



THE UNITED STATES
CORPORATION
COMPANY

F990000000473

FILED
99 JAN 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 103984 7173752

AUTHORIZATION :

COST LIMIT : ~~\$70.00~~ FL PPD

ORDER DATE : January 19, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 103984-005

900002748209--1
-01/20/99--01083--009
*****35.00 *****35.00

CUSTOMER NO: 7173752

CUSTOMER: Clay Bryant, Esq
Blasingame Burch Garrard
440 College Avenue North

Athens, GA 30603

W99-1468

FOREIGN FILINGS

NAME: TURNBULL BAY, INC.

900002748209--1
-01/20/99--01083--010
*****35.00 *****35.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

AL JAN 25 1999

RECEIVED
99 JAN 20 PM 12:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 20, 1999

RESUBMIT

Please give original
submission date as file date.

CSC

SUBJECT: TURNBULL BAY, INC.
Ref. Number: W99000001468

*Agnes - you are holding
the name res. w/ other
docs. Please backdate filing.*

We have received your document for TURNBULL BAY, 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):

Thanks.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION DOCUMENT SPECIALIST indicated.

The registered agent must sign accepting the designation.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A000026

RECEIVED
99 JAN 25 PM 1:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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99 JAN 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

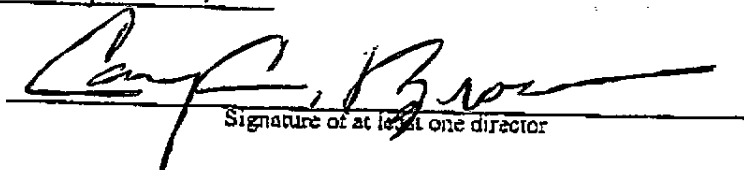
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Conway C. Broun, do hereby certify
that this Resolution of the Board of Directors of Turnbull Bay, Inc.

a corporation duly organized and existing under the laws of the State of Georgia
was duly adopted on January 8, 19 99.

Resolved, that Turnbull Bay, Inc., organized
and existing in the State of Georgia, hereby adopts the
name Turnbull Bay Golf Course, Inc.
for use in Florida.

Dated: Jan 8, 1999


Signature of at least one director

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99 JAN 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DNHS19(3/95)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Turnbull Bay, 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. Georgia 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 14, 1998 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. Conway C. Broun, Registered Agent
P.O. Box 807, Athens, GA 30603
(Current mailing address)
8. Manage golf course and resort, and other legal purposes
(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 **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32302
(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.

Corporation Service Company
By: *Daren B. Rizer*
(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: James D. Deeley (Director)

Address: 1301 Jennings Mill Road
Bogart, GA 30622

Vice Chairman:

Address:

Director: Ben M. Frizzell, Jr.

Address: 1501 Bluff City Highway
Bristol, TN 37620

Director: Conway C. Broun

Address: 2595 Atlanta Highway
Athens, GA 30605

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

President: James D. Deeley

Address: See Above

Vice President:

Address:

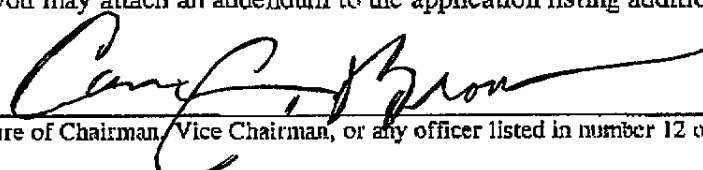
Secretary: Ben M. Frizzell, Jr.

Address: See Above

Treasurer: Ben M. Frizzell, Jr.

Address: See Above

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. Conway C. Broun, Director
(Typed or printed name and capacity of person signing application)

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99 JAN 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90080363
CONTROL NUMBER : K845742
DATE INC/AUTH/FILED: 12/14/1998
JURISDICTION : GEORGIA
PRINT DATE : 01/08/1999
FORM NUMBER : 2

CLAY BRYANT
P.O. BOX 832
ATHENS GA 30603

FILED
99 JAN 20 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

TURNBULL BAY, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

