



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 125240 7100270

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piguet

ORDER DATE : February 5, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 125240-005

CUSTOMER NO: 7100270

500002765875--1

CUSTOMER: Linda O'neal, Legal Assistant
Jacobs Chase Frick Kleinkopf &
Suite 1500
1050 17th Street
Denver, CO 80265

FOREIGN FILINGS

NAME: INTRAWEST GOLF MANAGEMENT,
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: Jeanine Reynolds

RECEIVED
99 FEB -5 AM 11:27
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -5 PM 12:15

mtm
2/5

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. Intrawest Golf Management, 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. Delaware
(State or country under the law of which it is incorporated)
3. 84-1465248
(FEI number, if applicable)
4. May 22, 1998
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2701 East Camelback Road, Suite 401
Phoenix, Arizona 85016
(Current mailing address)
8. any lawful purpose
(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.

Corporation Service Company

By: 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: See Exhibit A attached hereto for a complete list of directors

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: See Exhibit B attached hereto for a complete list of officers

Address:

Vice President:

Address:

Secretary:

Address:

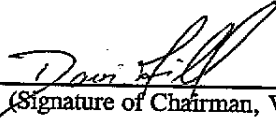
Treasurer:

Address:

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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. David A. Hill, Vice President

(Typed or printed name and capacity of person signing application)

Exhibit A

(Attached to and forming a part of
the Application by Foreign Corporation for Authorization
to Transact Business in Florida
of Intrawest Golf Management, Inc.)

List of Directors

Director	Gary L. Raymond	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Director	David A. Hill	325 Lake Dillon Drive Dillon, Colorado 80435
Director	Martin A. Hammock	800 Copper Road Copper Mountain, Colorado 80443

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Exhibit B

(Attached to and forming a part of
the Application by Foreign Corporation for Authorization
to Transact Business in Florida
of Intrawest Golf Management, Inc.)

List of Officers

President	Joe S. Houssian	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Vice Pres	Gary L. Raymond	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Vice Pres	John E. Currie	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6
Vice Pres	David A. Hill	325 Lake Dillon Drive Dillon, Colorado 80435
Vice Pres	Larry Lippon	2701 East Camelback Road, Suite 401 Phoenix, Arizona 85016
Secy	Ross J. Meacher	200 Burrard Street, Suite 800 Vancouver, BC CANADA V6C 3L6

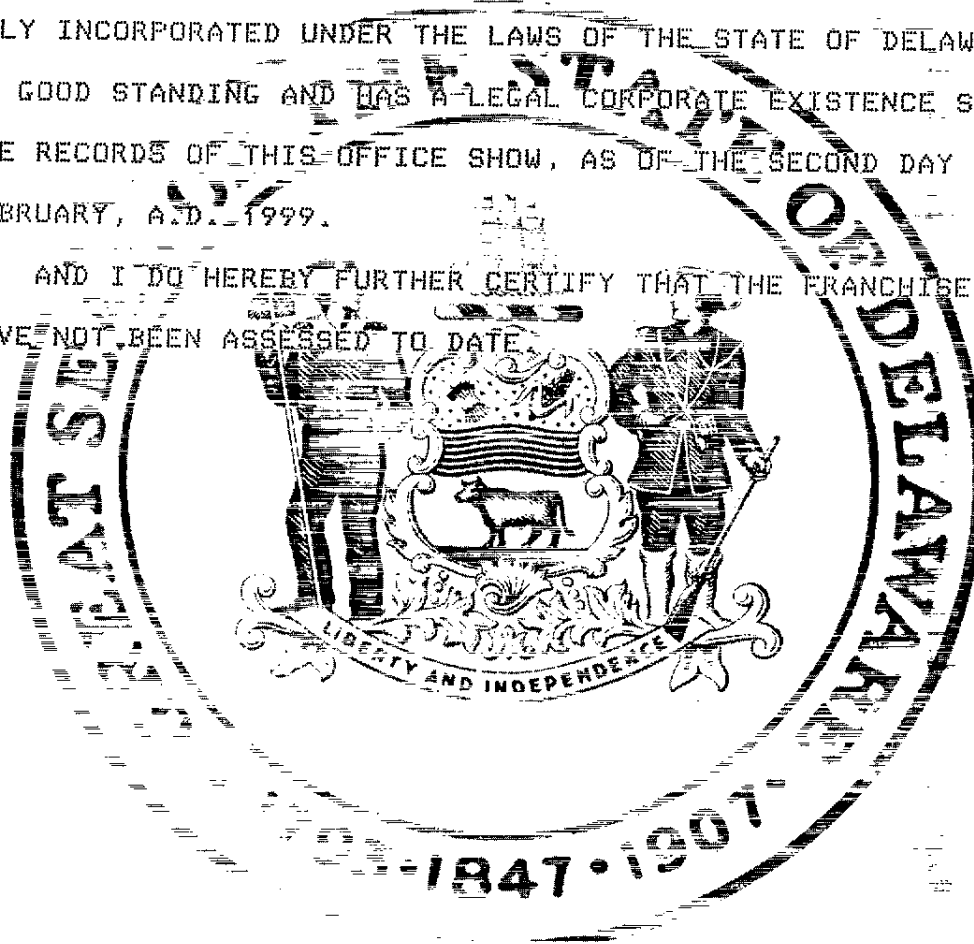
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRAWEST GOLF MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -5 PM 12:15



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2900346 8300

DATE: 9552695

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—02-02-99