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FOREIGN PROFIT QUALIFICATION

MEDALLIST OPERATIONS, INC.

Certificate of Status	1
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Fax Audit No. H99 0000047417

**APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Name of Corporation [IF NOT ALREADY CONTAINED IN THE NAME, ADD ONE OF THE FOLLOWING WORDS: "INCORPORATED," "COMPANY," OR "CORPORATION," OR THE ABBREVIATIONS "CORP.," "INC." OR "CO.," OR WORDS OF LIKE IMPORT IN LANGUAGE THAT WILL CLEARLY INDICATE THAT IT IS A CORPORATION INSTEAD OF A NATURAL PERSON OR PARTNERSHIP]:

MEDALLIST OPERATIONS, INC.

2. The (state) (country) under whose laws the corporation is incorporated:

Delaware, United States of America

3. FEI number, if applicable: applied for

4. Date of incorporation in the domiciliary (state) (country):

7/21/98

Delaware, United States of America

5. Duration: **Perpetual**

6. Date first transacted business in Florida [SEE FSA §§ 607.1501, 607.1502 and 817.155]:

2/26/99

7. Current mailing address:

**501 North ALA
Jupiter, Florida 33477**

8. Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida:
To buy, sell and own real property in the State of Florida and to engage in any other lawful business practices.

THIS INSTRUMENT PREPARED BY:

**J. Robert Hughes, Esq.
Fla. Bar No. 0111806
Barron, Redding, Hughes, Fite,
Bassett, Fensom & Sanborn, P.A.
220 McKenzie Avenue
P.O. Box 2467
Panama City, FL 32402
(850) 785-7454**

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9. Name and street address of Florida registered agent:

J. Robert Hughes, Esq.
220 McKenzie Avenue
Panama City, FL 32401

10. Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


J. Robert Hughes, Registered Agent

11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

12. The names and addresses of each of the corporation's directors are as follows:

WILLIAM JAMES MOSS 501 North A1A
Jupiter, Florida 33477

CHARLES BARTLETT COLLINS III 501 North A1A
Jupiter, Florida 33477

ANTHONY PHILIP FEHON 501 North A1A
Jupiter, Florida 33477

13. The names and addresses of each of the corporation's officers are as follows:

ANTHONY PHILIP FEHON 501 North A1A
President Jupiter, Florida 33477

JEREMY SEABRIDGE 501 North A1A
Vice President Jupiter, Florida 33477

WYNN DAVIS 501 North A1A
Treasurer Jupiter, Florida 33477

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BARRON & REDDING LAW FIRM

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PAUL B. ERICKSON
Secretary

501 North ALA
Jupiter, Florida 33477

Date: February 26, 1999



ANTHONY PHILIP FEHON
President

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 THAT "MEDALLIST OPERATIONS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF JULY, A.D. 1998, AT 11:45 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MEDALLIST GOLF OPERATIONS INC." TO "MEDALLIST OPERATIONS INC.", FILED THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9586033

DATE:

02-19-99

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