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GRIMES GOEBEL GRIMES
HAWKINS & GLADFELTER P.A.
ATTORNEYS AT LAW

William C. Grimes
Caleb J. Grimes
John D. Hawkins
Leslie Horton Gladfelter
William S. Galvano
Douglas A. Peebles

E. Glenn Grimes 1888 - 1967
Clyde C. Goebel 1921 - 1991

March 23, 1999

Of Counsel For
Criminal Matters:
Neil C. Taylor**
John E. Egusquiza

**Board Certified
Criminal Trial Lawyer

Via Federal Express

REPLY TO: Bradenton

Ms. Blanca Pinzon
Kollstar Golf Company
4343 Von Karman Avenue
Newport Beach, CA 92660

Re: KOLLWOOD GOLF CORP.

800002818408--5.
-03/25/99--01073--001
*****70.00 *****70.00

Dear Ms. Pinzon:

Enclosed herewith is a Transmittal Letter, Application by a Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence and a check for the filing fee of \$70.00. Please have Mr. Hoffenberg execute the Application where indicated.

Upon his execution, immediately send the Transmittal Letter, Application, Certificate of Existence and the check to the Division of Corporations for filing in the enclosed Federal Express package.

Sincerely,

GRIMES GOEBEL GRIMES
HAWKINS & GLADFELTER, P.A.

By: 
William S. Galvano, Esquire

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DIVISION OF STATE

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U:\Jack\Corporations\Kollstar Beverage Corp\Application by Foreign Corp\jmm\March 23, 1999 (2:03PM)

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: KOLLWOOD GOLF CORP.
(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:

William S. Galvano, Esquire

(Name of Person)

Grimes Goebel Grimes Hawkins & Gladfelter, P.A.

(Firm/Company)

1023 Manatee Avenue West

(Address)

Bradenton, Florida 34205

(City/State/Zip)

FILED
SECRETARY OF STATE
99 MAR 25 PM 1:03

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

William S. Galvano, Esquire at (941) 748-0151
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. KOLLWOOD GOLF CORP.

(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. 33-0811053

(FEI number, if applicable)

4. June 24, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. No business has been transacted in the State of Florida

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4343 Von Karman Avenue

Newport Beach, California 92660

(Current mailing address)

8. To engage in any lawful act or activity under the General Corporation Law of
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Delaware & Florida.

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: William S. Galvano

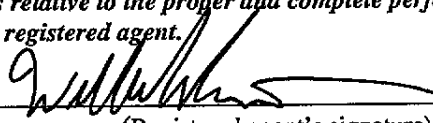
Office Address: 1023 Manatee Avenue West

Bradenton, Florida, 34205

(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence Joseph Woodard, William Seth Hoffenberg & Kim E. Lutthans

Address: 4343 Von Karman Avenue

Newport Beach, California 92660

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: Lawrence Joseph Woodard William Seth Hoffenberg

Address: Same as above.

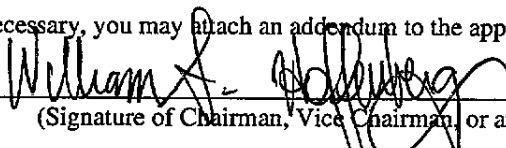
Secretary: Lawrence Joseph Woodard AS: William Seth Hoffenberg

Address: Same as above.

Treasurer: William Seth Hoffenberg

Address: Same as 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. William Seth Hoffenberg
(Typed or printed name and capacity of person signing application)

29 MAR 25 PM 1:03

FILED
SECRETARY OF STATE
OFFICE OF REGISTRARS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KOLLWOOD GOLF CORP." 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 TWENTY-SECOND DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KOLLWOOD GOLF CORP." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1998.

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

99 MAR 25 PM 1:03

FILED
SECRETARY OF STATE
DIVISION OF RECORDS



Edward J. Freel

Edward J. Freel, Secretary of State

2913236 8300

AUTHENTICATION: 9640470

991109645

DATE: 03-22-99