

F 990000003596

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PGTC, INC.
(Name of corporation - must include suffix)

300002760413--8
-07/13/99--01045--001
***1150.00 ***1150.00

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:

Thomas Kizer, Jr. and Darrell L. Cho
(Name of Person)
The Kizer Law Firm, P.C.
(Firm/Company)
2829 W. Grand River
(Address)
Howell, Michigan 48843
(City/State/Zip)

W99-2569
P. 664

300002760413--8
-02/01/99--01111--009
*****70.00 *****70.00

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

Thomas Kizer, Jr. or Darrell L. Cho at (517) 548-1440
(Name of Person) (Area Code & Daytime Telephone Number)

W7/13

COURIER 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

99 JUL 13 PM 12:21
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 1999

THOMAS KIZER, JR.
THE KIZER LAW FIRM, P.C.
2829 W. GRAND RIVER
HOWELL, MI 48843

*called 3/25 - will
send # + name shortly*

SUBJECT: PGTC, INC.
Ref. Number: W99000002569

We have received your document for PGTC, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 799A00004448



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 1999

THOMAS KIZER, JR.
THE KIZER LAW FIRM, P.C.
2829 W. GRAND RIVER
HOWELL, MI 48843

SUBJECT: PGTC, INC.
Ref. Number: W99000002569

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for PGTC, INC..

The referenced application states that the corporation has transacted business in the State of Florida since November 1, 1998. You were notified by letter dated February 2, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 799A00030868

Enclosure

THE KIZER LAW FIRM, P.C.

2829 W. Grand River
Howell, Michigan 48843
(517) 548-1440
Fax (517) 548-1483

Thomas J. Kizer, Jr.
Darrell L. Cho
Wendy W. Peterson
Michael J. Olson

Of Counsel
John W. Drury

July 7, 1999

Mr. Lee Rivers
Ms. Gretchen Harvey
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

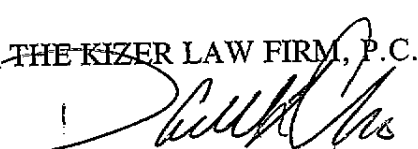
RE: PGTC, Inc.
Ref. No.: W99000002569

Dear Mr. Rivers and Ms. Harvey:

Pursuant to Mr. Rivers' letter of February 2, 1999 and Ms. Harvey's letter of June 8, 1999, enclosed please find the requested check in the amount of \$1,150.00, together with the Resolution of the Board of Directors. I believe this should be all of the information needed to complete the processing of the application by a foreign corporation to transact business within the state of Florida. I want to thank both of you for your patience, and particularly Mr. Rivers for not abandoning the application in accordance with our prior conversation. If you have any questions, please feel free to call.

Cordially,

~~THE KIZER LAW FIRM, P.C.~~


By: Darrell L. Cho
Attorney at Law

DLC/jd
cc: Fred Reeder
enc.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned FRED REEDER, do hereby certify
(Name)

that this Resolution of the Board of Directors of PGTC, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of MICHIGAN,

was duly adopted on DECEMBER 3, 19 98.

Be it resolved, that PGTC, INC. (Corporate Name)

organized and existing in the State of MICHIGAN, hereby adopts the name

PROFESSIONAL GOLF TRAINING CENTER, INC. for use in Florida.

Dated: 7/5/99

Signature of either Chairman, Vice Chairman or any officer

FRED REEDER

Type or print name

PRESIDENT/CHAIRMAN

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUL 13 PM 12:21

FILED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. PGTC, 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-3444126
(FEI number, if applicable)
4. DECEMBER 3, 1998
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. NOVEMBER 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7100 State Road 535, Windemere, FL 34786
(Current mailing address)
8. To provide golf training and golf lessons
(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: Fred Reeder
Office Address: 29 Aspen Dr.
Grenelefe, Florida, 33844
(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: Fred Reeder

Address: 1783 N. Cambridge, St. Joseph, MI 49085

Vice Chairman: Ric Kunnert

Address: 1108 Walker St., Janesville, WI 53545

Director: Robert Percey

Address: 30475 W. 14 Mile, Unit 87, Farmington Hills, MI 48334

Director: _____

Address: _____

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

President: Fred Reeder

Address: 1783 N. Cambridge, St. Joseph, MI 49085

Vice President: Ric Kunnert

Address: 1108 Walker St., Janesville, WI 53545

Secretary: Robert Percey

Address: 30475 W. 14 Mile Rd., Unit 87, Farmington Hills, MI 48334

Treasurer: Robert Percey

Address: 30475 W. 14 Mile Rd., Unit 87, Farmington Hills, MI 48334

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

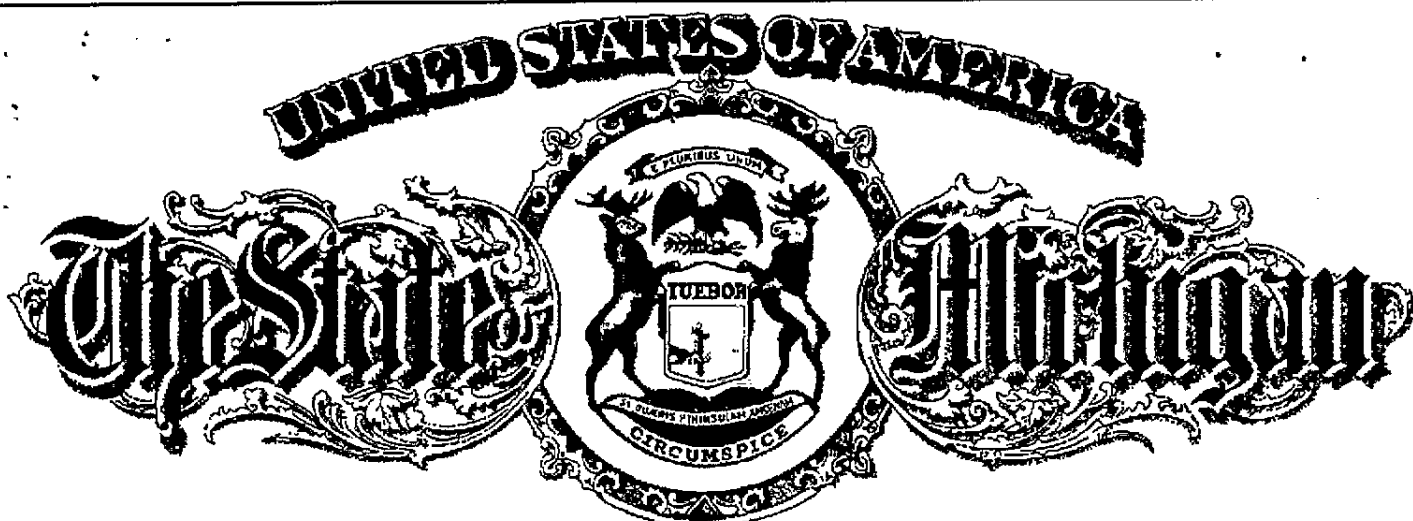
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Fred Reeder - PRESIDENT

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

FILED
99 JUL 13 PM 12:21
SECRETARY OF STATE
TALMADGE FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

PGTC, INC.

*was validly incorporated on December 3, 1998, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

FILED
JUL 13 PM 12:21
SECRETARY OF STATE
LANSING, MICHIGAN

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 28th day
of January, 1999.*

Julie Croll

, Director

173 0409387

Corporation, Securities and Land Development Bureau