



THE UNITED STATES
CORPORATION
COMPANY

99000003683

ACCOUNT NO. : 072100000032

REFERENCE : 311082 92077A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 19, 1999

ORDER TIME : 12:46 PM

ORDER NO. : 311082-005

CUSTOMER NO: 92077A

CUSTOMER: Ms. Christy L. Swendsen
Fleming Haile & Shaw &
3 Golden Bear Plaza, Ste 300
11780 U.S. Highway One
N. Palm Beach, FL 33408

100002935071--6
-07/19/99--01102--009
*****78.75 *****78.75

FOREIGN FILINGS

NAME: THE WORLD GOLF NETWORK, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

M99-290
no conflict

FILED
99 JUL 19 PM 3:20
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
99 JUL 19 PM 1:31
TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

**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. The World Golf Network, 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. 65-0932505

(FEI number, if applicable)

4. June 29, 1999

(Date of incorporation)

5. Perpetual

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

6. July 1, 1999

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

7. 11780 U.S. Highway One, Suite 400

North Palm Beach, FL 33408

(Current mailing address)

8. Develop, market and operate golf-related network services

(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: Corporation Service Company

Office Address: 1201 Hays Street

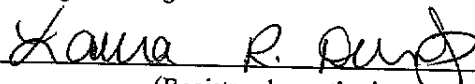
Tallahassee

, 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.


(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)

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TALLAHASSEE FLORIDA

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

Chairman: Mark S. Haugejorde

Address: 11780 U.S. Highway One, Suite 305

North Palm Beach, FL 33408

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Mark S. Haugejorde

Address: 11780 U.S. Highway One, Suite 305

North Palm Beach, FL 33408

Vice President: Edward C. Pattermann

Address: 11780 U.S. Highway One, Suite 305

North Palm Beach, FL 33408

Secretary: Jody Korn

Address: 11780 U.S. Highway One, Suite 305

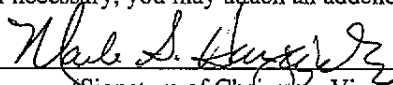
North Palm Beach, FL 33408

Treasurer: Jody Korn

Address: 11780 U.S. Highway One, Suite 305

North Palm Beach, FL 33408

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)

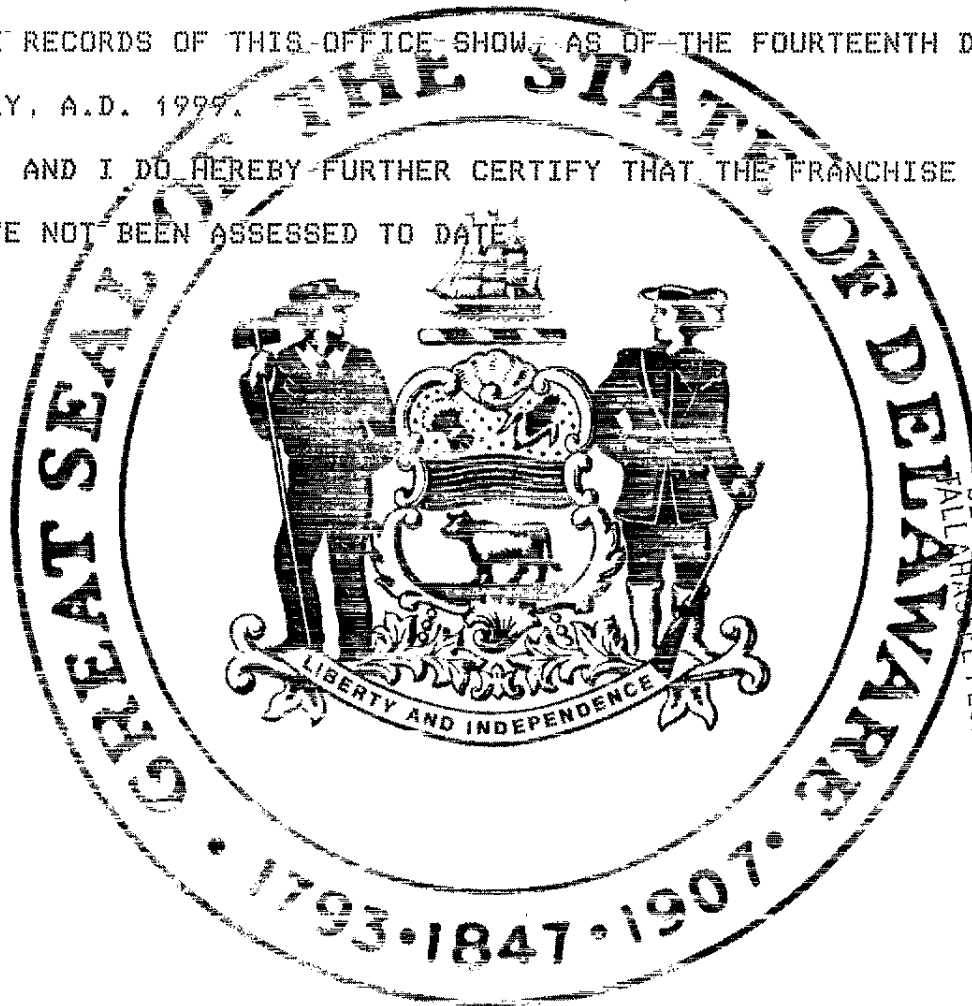
14. Mark S. Haugejorde, Chairman of the Board
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE WORLD GOLF NETWORK, 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 FOURTEENTH DAY OF JULY, A.D. 1999.

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



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 99 JUL 19 PM 3:20
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



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Edward J. Freel

Edward J. Freel, Secretary of State 364173

AUTHENTICATION:

07-14-99

DATE: