

MPS

MELTZER, PURTILL & STELLE

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30082.005
FILE NUMBER
(847) 330-6300
DIRECT DIAL

F990000004133

June 9, 1999

SECRETARY OF STATE
STATE OF FLORIDA
Corporate Records
P.O. Box 6327
Tallahassee, Florida 34314

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*****70.00 *****70.00

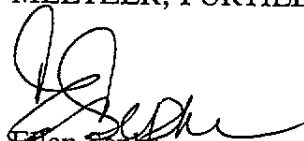
RE: PRO TOUR GOLF, INC.

Dear Sir or Madam:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida and Designation of Registered Agent and Registered Office for Alien Business Organization to be filed on behalf of the referenced corporation. Our check for the requisite filing fees is also enclosed.

Sincerely,

MELTZER, PURTILL & STELLE


Ellen Sepke
Paralegal

FILED
99 AUG 12 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/es
Enclosures

30082.005/Ltr-SOSF-App. To Transact Business

Handwritten notes:
11/11/99
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62
8-12-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 30, 1999

ELLEN SEPKE
MELTZER PURTILL & STELLE
1515 E WOODFIELD ROAD SUITE 250
SCHAUMBURG, IL 60173-5431

SUBJECT: PRO TOUR GOLF, INC.
Ref. Number: W99000015137

We have received your document for PRO TOUR GOLF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 999A00034410

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TALLAHASSEE, FLORIDA
SECRETARY 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. PRO TOUR GOLF, 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. 36-4248394
(FEI number, if applicable)
4. August 18, 1998
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 111 Cherry Creek Circle
Winter Springs, Florida 32708
(Current mailing address)
8. sale of golf equipment
(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 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: Laura R. Purn
(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: Amapola Hansberger

Address: 111 Cherry Creek Circle, Winter Springs, FL 32708

Director: _____

Address: _____

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

President: Amapola Hansberger

Address: 111 Cherry Creek Circle, Winter Springs, FL 32708

Vice President: James R. Hansberger

Address: 111 Cherry Creek Circle, Winter Springs, FL 32708

Secretary: Amapola Hansberger

Address: 111 Cherry Creek Circle, Winter Springs, FL 32708

Treasurer: _____

Address: _____

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TALAHASSEE, FLORIDA
SECRETARY OF STATE

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

13. *Amapola Hansberger*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Amapola Hansberger - President
(Typed or printed name and capacity of person signing application)

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 "PRO TOUR GOLF, 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 AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRO TOUR GOLF, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF AUGUST, A.D. 1998.

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

2934611 8300

991317698



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

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AUTHENTICATION:

08-02-99

DATE: