

F99000005635

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Golf Works, Inc.
(Name of corporation - must in

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-04/27/98--01138--010
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business", "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:

Diane E. Hutchinson (Name of Person)
Golf Works, Inc. (Firm/Company)
3660 Stoneridge # F102 (Address)
Austin, Texas 78746 (City/State/Zip)

W98-9466

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 27 PM 2:00

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

Diane Hutchinson at (512) 3278089
(Name of Person) (Area Code & Daytime Telephone Number)

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

FAL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF CORPORATIONS
99 OCT 27 PM 2:00

April 28, 1998

DIANE E. HUTCHINSON
GOLF WORKS, INC.
3660 STONERIDGE #F102
AUSTIN, TX 78746

SUBJECT: GOLF WORKS, INC.
Ref. Number: W98000009466

We have received your document for GOLF WORKS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

A brief description of the entity's nature of business must be included in the document.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 398A00022963



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

DIANE E. HUTCHINSON
GOLF WORKS, INC.
3660 STONERIDGE #F102
AUSTIN, TX 78746

SUBJECT: GOLF WORKS, INC.
Ref. Number: W98000009466

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SECRETARY OF CORPORATIONS
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We have received your document for GOLF WORKS, 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):

You failed to make the correction(s) requested in our previous letter.

A brief description of the entity's nature of business must be included in the document.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 798A00025953

GOLF WORKS, INC.

October 27, 1999

Department of State
Qualification Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ATTN: Agnes Lunt


Dear Ms. Lunt:

I have enclosed our new Application, Certificate of Existence, Corporate Resolution and Certificate of Registered Agent. Our check of \$78.75 has previously been submitted - it is my understanding that our application can be processed promptly upon receipt of this information. I have enclosed an addressed Federal Express airbill for your convenience in mailing the certificate to do business in Florida.

Thanking you in advance for your help with this matter.

Sincerely,

GOLF WORKS, INC.



Jim Houston

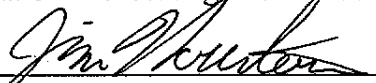
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GOLF WORKS, INC.

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Corporate Resolution

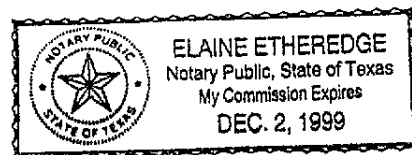
Resolved, that due to the fact our corporate name of Golf Works, Inc. is not available we will use "Golf Works, Inc./dba Golf Works Unlimited Landscaping" in the State of Florida. Golf Works, Inc. treasurer Jim Houstoun is authorized to act for the corporation in executing this resolution.


Jim Houstoun, Treasurer

I, Elaine Etheredge, Secretary of Golf Works, Inc. do hereby certify that the foregoing is a true and correct copy of the resolutions duly adopted by the Board of Directors of this corporation on the 26th day of October, 1999.

Witness my hand this 26th day of October, 1999.


Secretary/Notary



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Golf Works, Inc.

2. The name and address of the registered agent and office is:

CT Corporation System
(NAME)

1200 South Pine Island Road
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Plantation, FL 33324
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

10/21/99

(DATE)

**KIRK HOOD
ASSISTANT SECRETARY**

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.

- Golf Works, 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.)
- Texas 3. 74-2503880
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- June 6, 1988 5. Perpetual
(Date of incorporation) (Duration! Year corp. will cease to exist or "perpetual")
- Currently, not transacting business in Florida - possibly soon
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 3660 Stoneridge # F102
Austin, Texas 78746
(Current mailing address)

8. Golf Course Construction & development
(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)

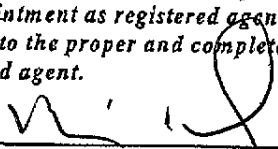
Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(Zip code)

99 OCT 27 PM 2:00
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DIVISION OF CORPORATIONS

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)

KIRK HOOD
ASSISTANT SECRETARY

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: Franklin C. Hutchinson

Address: 3660 Stoneridge #F-102
Austin, Texas 78746

Vice Chairman: Jim Houston

Address: 3660 Stoneridge #F-102
Austin, Texas 78746

Director: Diane Hutchinson

Address: 3660 Stoneridge #F-102
Austin, Texas 78746

Director: _____

Address: _____

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

President: Franklin C. Hutchinson

Address: 3660 Stoneridge #F102
Austin, Texas 78746

Vice President: Jim Lyles

Address: 3660 Stoneridge #F102
Austin, Texas 78746

Secretary: Elaine Hutchinson

Address: 3660 Stoneridge #F102
Austin, Texas 78746

Treasurer: Jim Houston

Address: 3660 Stoneridge #F102
Austin, Texas 78746

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

13. Franklin C. Hutchinson

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

14. Director

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



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DIVISION OF CORPORATIONS
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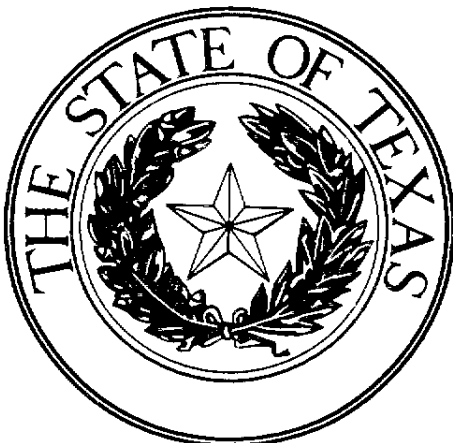
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

GOLF WORKS, INC.
File No. 1082238-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 22, 1999.*

Elton Bomer
Secretary of State

DAE