



M97000000412

ACCOUNT NO. : 072100000032

REFERENCE : 446630 4334364

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : ~~\$ 285.00~~

ORDER DATE : June 30, 1997

ORDER TIME : 1:33 PM

ORDER NO. : 446630-035

CUSTOMER NO: 4334364

300002230533--5

CUSTOMER: Melissa Huber, Legal Assistant
Weil Gotshal & Manges LLP
Suite 1300
100 Crescent Court
Dallas, TX 75201-6950

FOREIGN FILINGS

NAME: ARNOLD PALMER GOLF MANAGEMENT
LLC

497400035772

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 11:22

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

7/1/97
BKR

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97 JUL -3 PM 2:51
DIVISION OF CORPORATIONS
TALLAHASSEE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

KAREN ROZAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ARNOLD PALMER GOLF MANAGEMENT LLC
Ref. Number: W97000015511

RESUBMIT
Please give original
submission date as filed
JUL 3 AM 11:22
DIVISION OF CORPORATIONS
FILED STATE

We have received your document for ARNOLD PALMER GOLF MANAGEMENT LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

PLEASE NOTE THAT ACTUALLY, your documents have been RETAINED in this office because Item 6 on the application indicates that this limited liability company began transacting business in Florida on December 4, 1996.

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 \$1,203.75.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 597A00034903

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RECEIVED
97 JUL 10 PM 4:22
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

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AM 11:22

1. Arnold Palmer Golf Management LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 75-2679725
(FEI number, if applicable)
4. December 4, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. December 4, 1996
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 617.155, F.S.))
7. 9000 Bay Hill Boulevard, Suite 300, Orlando, FL 32819

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Peter J. Nanula</u>	<u>President</u>	<u>Daryl D. Jones</u>	<u>Assistant Secretary/ Assistant Treasurer</u>
<u>9000 Bay Hill Blvd.</u>		<u>9000 Bay Hill Blvd.</u>	
<u>Suite 300</u>		<u>Suite 300</u>	
<u>Orlando, FL 32819</u>		<u>Orlando, FL 32819</u>	
<u>Hal R. Hall</u>	<u>Vice President, Secretary & Treasurer</u>	<u>Timothy B. Smith</u>	<u>Vice President</u>
<u>200 Crescent Court</u>		<u>200 Crescent Court</u>	
<u>Suite 1600</u>		<u>Suite 1600</u>	
<u>Dallas, TX 75240</u>		<u>Dallas, TX 75240</u>	

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Arnold Palmer
Management LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 16,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 50,000,000 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 83,000,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.406(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, 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 limited liability company is: ARNOLD PALMER GOLF MANAGEMENT, LLC

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

CORPORATION SERVICE COMPANY

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Karen B. Rozar
(Signature)

Karen B. Rozar, As Its Agent

7-3-97
(Date)

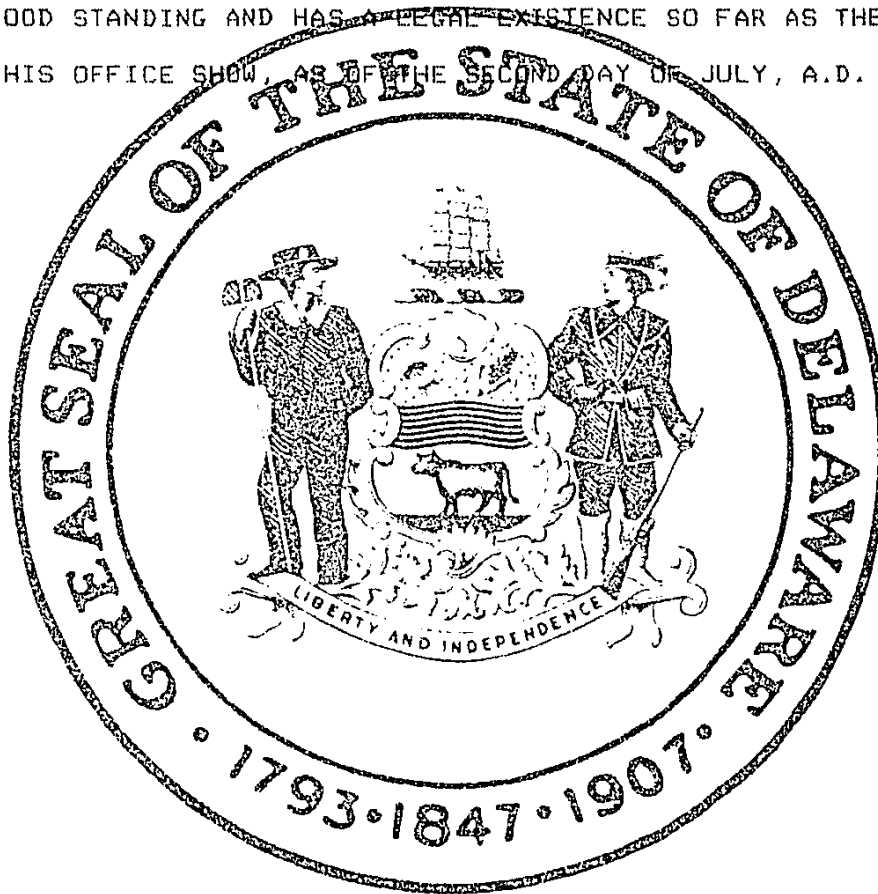
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "ARNOLD PALMER GOLF MANAGEMENT LLC"
IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE SECOND DAY OF JULY, A.D. 1997.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 3 1997
AM 11:22



Edward J. Freel

Edward J. Freel, Secretary of State

2687490 8300

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AUTHENTICATION:

DATE:

8541612

07-02-97