

M97000000844

PREFERRED GOLF CLUB SOLUTIONS LLC

4 Centennial Drive
Peabody, MA 01960
PHONE #: (978) 538-1722
FAX #: (978) 538-1898

December 8, 1997

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002368284--8
-12/10/97--01072--001
****346.25 ****346.25

Dear Sir:

Enclosed please find the following documents relating to our application to do business in the state of Florida:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- Original Certificate of Existence from the state of Delaware.
- Affidavit of Membership and Contribution of Foreign Limited Liability Company.
- Certificate of Designation of Registered Agent/Registered Office, signed by our registered agent.
- Check in the amount \$346.25:
 - \$250.00 Filing Fee for Application and Affidavit
 - + 35.00 Designation of Registered Agent
 - + 8.75 Certificate of Status
 - + 52.50 Certified Copy

We look forward to receipt of your letter of acknowledgement, as well as the Certificate of Status and the Certified Copy. If you have any questions or need any additional information, please call me at (978) 538-1722.

Thank you.

Very truly yours,

Judy Santo

Judy Santo
Executive Administration

Enclosures

97 DEC 10 PM 4:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M97-844-15

| | |
|-------------------|-----------|
| Name Availability | <i>Je</i> |
| Document Examiner | <i>Je</i> |
| Updater | <i>Je</i> |
| Updater Verifier | <i>Je</i> |
| Acknowledgment | <i>Je</i> |
| W. P. Verifier | <i>Je</i> |

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

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

1. Preferred Golf Club Solutions 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. Applied for
(FEI number, if applicable)
4. November 24, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipated on January 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4 Centennial Drive
Peabody, MA 01960
(Street address of principal office)

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TALLAHASSEE, FLORIDA

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|--|------------------------|---------------------------------|----------------|
| <u>Thomas F. Ryan</u> | <u>Managing Member</u> | <u>Tara Harvey</u> | <u>Manager</u> |
| <u>4 Centennial Drive</u> | | <u>2 Flyway Drive</u> | |
| <u>Peabody, MA 01960</u> | | <u>Newtown Square, PA 19073</u> | |
| <u>Philip J. Harvey, Managing Member</u> | | | |
| <u>Harvey Family Partnership</u> | | | |
| <u>2 Flyway Drive</u> | | | |
| <u>Newtown Square, PA 19073</u> | | | |
| <u>John G. Wellman, Jr., Manager</u> | | | |
| <u>4 Centennial Drive</u> | | | |
| <u>Peabody, MA 01960</u> | | | |

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of _____
Preferred Golf Club Solutions LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 500,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

John G. Wellman, Jr., Manager

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and 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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Preferred Golf Club Solutions LLC

2. The name and the Florida street address of the registered agent and office are:

HIQ Corporate Services, Inc.

(Name)

526 East Park Avenue, Suite 200

Florida street address (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.

HIQ CORPORATE SERVICES, INC.

By: Roxanne D. Mavridis, SECRETARY

(Signature)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREFERRED GOLF CLUB SOLUTIONS, 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 THIRD DAY OF DECEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2825164 8300

DATE: 8788241

971411694

12-03-97