

m 99000000330

PGA Interactive, LLC
Requester's Name

2000 PGA Blvd., Ste 2202
Address

Palm Beach Gardens, FL 33408
City/State/Zip Phone #

400002768364--4
-02/08/99--01165--010
****285.00 ****285.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
99 MAR -9 AM 10:30
TALLAHASSEE
FLORIDA
SECRET

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

Name	Available
Document Examiner	DCC
Updater	
Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Current cert.

m 99000000330

March 2, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Per the attached letter from your office, I am sending you a current certificate of existence for PGA Interactive, LLC.

Sincerely,

A handwritten signature in black ink, appearing to read "Catherine Van Wanderham", with a long horizontal flourish extending to the right.

Catherine Van Wanderham
Legal Assistant



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 17, 1999

PGA INTERACTIVE, LLC
2000 PGA BLVD., STE 2202
PALM BEACH GARDENS, FL 33408

SUBJECT: PGA INTERACTIVE, LLC
Ref. Number: W99000004001

We have received your document for PGA INTERACTIVE, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

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.

The certificate you sent up is too old. It must be no older than 90 days.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00007125

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PGA Interactive 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 3. 65 081 0782
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 1/26/98 5. 10 years - 1/26/2008
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 26, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2000 PGA Boulevard, Suite 2202, Palm Beach Gardens, FL 33408
(Street address of principal office)

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>Bill Moses</u>	<u>Manager</u>	<u>Alan Cohen</u>	<u>Manager</u>
<u>590 Madison Ave.</u>		<u>1133 Westchester Ave.</u>	
<u>New York, NY 10022</u>		<u>White Plains, NY 10604</u>	
<u>Phil Ruggieri</u>	<u>Manager</u>	<u>Paul Bogin</u>	<u>Manager</u>
<u>3109 W. Dr. Martin Luther King Jr. Blvd.</u>		<u>100 Avenue of the Champions</u>	
<u>Tampa, FL 33607</u>		<u>Palm Bch. Gardens, FL 33418</u>	
<u>Rick Selvage</u>	<u>Manager</u>	<u>Jesse Holshouser</u>	<u>Manager</u>
<u>2450 Broadway</u>		<u>100 Ave. of the Champions</u>	
<u>Santa Monica, CA 90404</u>		<u>Palm Bch. Gardens, FL 33418</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.)

#8 - ADDITIONAL MANAGERS

Joseph Steranka **Manager**
100 Avenue of the Champions
Palm Beach Gardens, FL 33418

Chris Hunkler **Manager**
100 Avenue of the Champions
Palm Beach Gardens, FL 33418

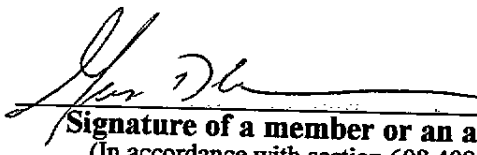
George Williams **Finance Manager**
2000 PGA Boulevard
Suite 2202
Palm Beach Gardens, FL 33408

FILED
99 MAR -9 AM 10:30
SECF. OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of PGA Interactive, 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 \$ 2,515,250.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(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 \$ 5,000,000
(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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Typed or printed name of signee

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:

PGA Interactive, LLC

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

George D. Williams
(Name)

2000 PGA Boulevard, Ste. 2202
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Beach Gardens, FL 33408
City/State/Zip

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TALLAHASSEE, FLORIDA
CLERK OF COURT

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.


(Signature)

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 "PGA INTERACTIVE, 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1999.

FILED

99 MAR -9 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2851247 8300

991070914

DATE: 9594679

02-24-99