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(THU) DEC 28 2000 15:40
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Division of Corporations
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Florida Department of State
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

S2 Golf Acquisition Corp.

FROM HOLLAND & KNIGHT TAMPA

(FRI) 1. 5' 01 10:58/ST. 10:57/NO. 4261068581 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 2000

HOLLAND & KNIGHT

SUBJECT: S2 GOLF ACQUISITION CORP.
REF: W00000030308

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TALLAHASSEE, FLORIDA

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. S2 Golf Acquisition Corp.
(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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-3770391
(FEI number, if applicable)
4. July 19, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 18 Gloria Lane
Fairfield, New Jersey 07004
(Current mailing address)
8. Manufacture and sell women's golf apparel and accessories.
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System

Charlotte Renee Cruz
(Registered agent's signature)
Charlotte Renee Cruz, 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)

FL019-W299 C T System Online

FILED

NOV 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Robert L. Ross, Sole DirectorAddress: Three Gateway CenterPittsburgh, PA 15222

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Douglas A. BuffingtonAddress: 18 Gloria LaneFairfield, New Jersey 07004

Vice President: _____

Address: _____

Secretary: Richard M. MaurerAddress: Three Gateway CenterPittsburgh, PA 15222Treasurer: Douglas A. BuffingtonAddress: 18 Gloria LaneFairfield, New Jersey 07004FILED
DEC 28 PM 12:00
SECRETARY OF STATE
TAMPA, FLORIDA**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Douglas A. Buffington

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

14 Douglas A. Buffington, President

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

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING**

S2 GOLF ACQUISITION CORP.
With the Previous or Alternate Name
LADY FAIRWAY

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on July 19, 2000.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

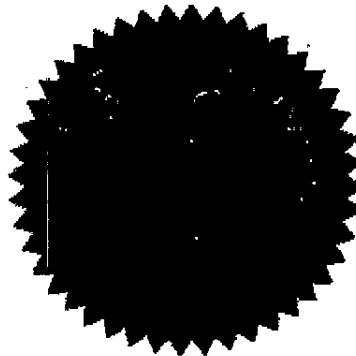
*I further certify that the registered agent and
registered office are:*

**The Corporation Trust Company
820 Bear Tavern Road
Trenton, NJ 08628**

Continued on next page . . .

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING**

S2 GOLF ACQUISITION CORP.
With the Previous or Alternate Name
LADY FAIRWAY



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of December, 2000*

Roland M Machold

*Roland M Machold
Treasurer*