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F99000005534

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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Peter Burnwash International, Inc.

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Thanks Melanie

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& REGISTRARS
TALLAHASSEE, FLORIDA

10/27/99

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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. Peter Burwash International, 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.)

2. Texas (State or country under the law of which it is incorporated) 3. 76-0611874 (FEI number, if applicable)

4. May 20, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 2203 Timberloch Place, Suite 126, The Woodlands, Texas 77380
(Current mailing address)

8. The specific purpose of the corporation is to provide professional tennis instruction and services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
Victor Alfano
(Registered agent's signature) (Officer)
VICTOR ALFANO
ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

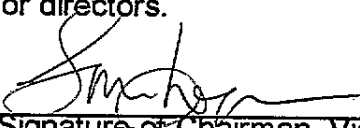
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Treasurer: _____

Address: _____

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

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

14. Tom Dyer, Vice President _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Peter Burwash International, Inc.**

1. Peter Burwash
Box 2459
Carmel Valley, California 93924
2. Tom Dyer
2203 Timberloch Place, Suite 126
The Woodlands, Texas 77380
3. Bruce Haase
PO Box 2020
Humacao, Puerto Rico 00792
4. Chris Reid-Dyer
2203 Timberloch Place, Suite 126
The Woodlands, Texas 77380
5. Don Goodwin
728 Rye Street, Box 1074
Ontario, Canade LOS 100
6. Rob Smith
8 Shum Wan Road
Aberdeen, Hong Kong

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Peter Burwash International, Inc.**

1. Peter Burwash, President
Box 2459
Carmel Valley, California 93924
2. Tom Dyer, Vice President
2203 Timberloch Place, Suite 126
The Woodlands, Texas 77380
3. Bruce Haase, Vice President
PO Box 2020
Humacao, Puerto Rico 00792
4. Karen Kruse, Treasurer
2203 Timberloch Place, Suite 126
The Woodlands, Texas 77380
5. Chris Reid-Dyer, Secretary
2203 Timberloch Place, Suite 126
The Woodlands, Texas 77380

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FLORIDA



The State of Texas

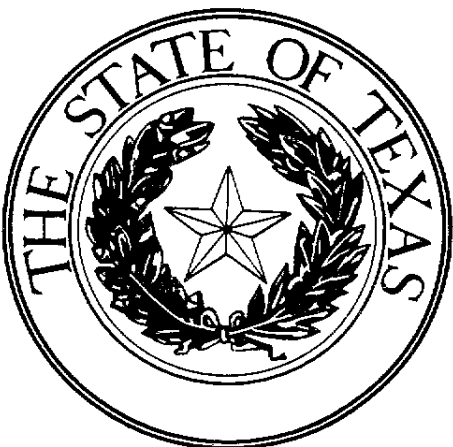
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IT IS HEREBY CERTIFIED that
Articles of Incorporation of

PETER BURWASH INTERNATIONAL, INC.
File No. 1536490

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 September 16, 1999.*

Elton Bomer
Secretary of State

BAM