Filing and License Fee: $310.00 minimum **ID Number:** ______________

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED
AUG 22 2007
BY AMF
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11-34842

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BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is The Golf Group, Inc.
2. It is incorporated under the laws of DELAWARE
3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   ____

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

   ____

4. The date of its incorporation is June 23, 1993 and the period of its duration is continuous
5. The address of its principal office in the state or country under the laws of which it is incorporated is 160 Purple Meadow Rd., Bernardston, MA 01337
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street (Street Address, **not** P.O. Box)
   Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is CT Corporation Services (Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   Golf Course Design & Construction
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	*Address*
Director		
Director		
Director		
Director		

Form No. 150
Revised: 12/05

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	W.M. Victor	2 Setback Lane, Gill, MA 01376
Vice President	David Fleury	73 Bridge St, Apt CV3, Northampton, MA 01060
Treasurer		
Secretary	Roger G. Rulewich	W. Mountain Rd, Bernardston MA 01376

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
3000	private	N/A	$1.00 per share

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 1,100,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 300,000.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 27 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 1,500,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 300,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 2 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing ______________________

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8-20-2007

[signature]
Signature of Authorized Officer of the Corporation

DAVID FLEURY
Type or Print Name of Authorized Officer

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GOLF GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JULY, A.D. 2007.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2341233 8300

070871511

AUTHENTICATION: 5889993

DATE: 07-31-07

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE GOLF GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1993, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF AUGUST, A.D. 2006, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "THE GOLF GROUP, INC.".

SECRETARY'S OFFICE
1793 DELAWARE 1855

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2341233 8100H

070871511

AUTHENTICATION: 5889994

DATE: 07-31-07

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 06/23/1993
723174046 - 2341233

CERTIFICATE OF INCORPORATION

OF

THE GOLF GROUP, INC.

FIRST. The name of the corporation is The Golf Group, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares which the corporation shall have authority to issue is 5,000 shares of Common Stock, and the par value of each share is One Cent ($.01) per share.

FIFTH. The name and mailing address of the incorporator is C. Henry Marston, Walston, Stabler, Wells, Anderson & Bains, Financial Center, Suite 500, 505 20th Street North, Birmingham, Alabama 35203.

SIXTH. The board of directors of the corporation is expressly authorized to adopt, amend, alter or repeal bylaws of the corporation but the stockholders may adopt additional bylaws and may amend, alter or repeal any bylaw whether adopted by them or otherwise.

SEVENTH. No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach or breaches of fiduciary duties as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

EIGHTH. Election of directors need not be by written ballot except and to the extent provided in the said bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has signed this certificate of incorporation this 22nd day of June, 1993.

C. Henry Marston

C. Henry Marston, Incorporator

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of The Golf Group, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " FOURTH " so that, as amended, said Article shall be and read as follows:

The total number of shares which the corporation shall have authority to issue is 3,000 shares of Common Stock, and the par value of each share is One Dollar ($1.00) per share

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 29th day of July, 2006.

By: [signature]
Authorized Officer

Title: President

Name: W. Marshall Victor
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 08/02/2006
FILED 11:30 AM 08/02/2006
SRV 060725616 - 2341233 FILE