

MEMORANDUM OF RIGHT OF FIRST REFUSAL

This Memorandum of Right of First Refusal made and entered into by and between Frances B. Brush, a/k/a Frances B. Bush, Laurie Leigh Kent, Guy Eugene Kent and James Arthur Kent, hereinafter called Sellers and Different Strokes Golf Centers, Inc., a Florida corporation, hereinafter called Buyers, WITNESSETH:

The parties hereto entered into that certain Real Property Purchase and Sale Agreement dated April 20, 1998 which grants unto Buyer a right of first refusal to purchase from Sellers the real estate described on Exhibit "A" attached hereto pursuant to the terms of said Real Property Purchase and Sale Agreement, to which reference is made for more detailed terms and conditions.

WITNESS, our signatures this the 5th day of November, 1998.

SELLERS:

Frances B. Brush
FRANCES B. BRUSH, A/K/A FRANCES B. BUSH

Laurie Leigh Kent
LAURIE LEIGH KENT

Guy Eugene Kent
GUY (GENE) EUGENE KENT

James Arthur Kent
JAMES ARTHUR KENT

BUYER:

DIFFERENT STROKES GOLF CENTERS, INC.

By: David H. Jones, CEO

STATE OF Florida
COUNTY OF Pinellas

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 5 day of November, 1998, within my jurisdiction, the within named FRANCES B. BRUSH, A/K/A FRANCES B. BUSH, who acknowledged that she executed the above and foregoing instrument.

Shawn Marie Cherry
NOTARY PUBLIC

My Commission Expires:



STATE MS. - MISSISSIPPI CO. FILED

Jan 20 4 53 PM '99

BK 80 PG 156
W.E. DAVIS CH. CLK.:

STATE OF Florida
COUNTY OF Polk

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 5 day of November, 1998, within my jurisdiction, the within named LAURIE LEIGH KENT, who acknowledged that she executed the above and foregoing instrument. Fla Driver's license

Shawn Marie Cherry
NOTARY PUBLIC

My Commission Expires:  Shawn Marie Cherry
My Commission CC695175
Expires November 6, 2001

STATE OF Florida
COUNTY OF Brevard

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 5 day of November, 1998, within my jurisdiction, the within named GUY (GENE) EUGENE KENT, who acknowledged that he executed the above and foregoing instrument. Fla Diversic.

Shawn Marie Cherry
NOTARY PUBLIC

My Commission Expires:  Shawn Marie Cherry
My Commission CC695175
Expires November 6, 2001

STATE OF Florida
COUNTY OF Brevard

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 5th day of November, 1998, within my jurisdiction, the within named JAMES ARTHUR KENT, who acknowledged that he executed the above and foregoing instrument. Fla Driver's license

Shawn Marie Cherry
NOTARY PUBLIC

My Commission Expires:  Shawn Marie Cherry
My Commission CC695175
Expires November 6, 2001

STATE OF Kentucky
COUNTY OF Jackson

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 20 day of November, 1995, within my jurisdiction, the within named Daniel H. Jones, who acknowledged that he/she is CEO of DIFFERENT STROKES GOLF CENTERS, INC., a Florida corporation, and that for and on behalf of the said corporation, and as its act and deed he/she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Shawn D. Oringer
NOTARY PUBLIC

My Commission Expires:
Notary Public, State at Large, KY
My Commission Expires May 29, 2001

EXHIBIT "A"

23.4 acres, more or less, being part of the Northwest Quarter of Section 23 and the Southwest Quarter of Section 14, both in Township 1 South, Range 6 West, City of Olive Branch, being that certain parcel of land described as Beginning at the Northwest corner of that certain 15.00 acre parcel conveyed by Frances Brush, et al to Different Strokes Golf Centers, Inc. by Warranty Deed recorded in Book 342, Page 775, in the office of the Chancery Clerk of DeSoto County, Mississippi; thence North $00^{\circ}49'01''$ West an approximate distance of 1138.57 feet along fence line to the center line of Stateline Road; thence East along center line of Stateline Road a distance of 661.11 feet, more or less, to an iron pin found; thence South $00^{\circ}40'19''$ East a distance of 1138.57 feet, more or less, to the Northeast corner of the above described 15.00 acre parcel described in the above mentioned Warranty Deed; thence South $89^{\circ}58'55''$ West along the North line of said 15.00 acre parcel a distance 661.11 feet to the point of beginning.