

RELEASE OF FIRST RIGHT OF REFUSAL

DIFFERENT STROKES GOLF CENTERS, INC., by and through its duly authorized officer, does hereby release FRANCES B. BRUSH a/k/a FRANCES B. BUSH, LAURIE LEIGH KENT, GUY EUGENE KENT and JAMES ARTHUR KENT, from any and all obligations in and recorded in Book 80, Page 156 regard to first right of refusal executed November 5, 1998/ a copy of which is attached hereto as of the Power of Attorney and Contract Records and Exhibit "A". The purpose of this document is to in effect cancel and void the first right of refusal and release all of the undersigned rights in same.

WITNESS THE OFFICIAL SIGNATURE OF DIFFERENT STROKES GOLF CENTERS, INC., this the 28th day of February, 2002.

DIFFERENT STROKES GOLF CENTERS, INC.
BY: David F. Morgan
President (TITLE)

STATE OF Kentucky
COUNTY OF Jefferson

PERSONALLY appeared before me, the undersigned authority, in and for the County and State aforesaid, on this the 28th day of February, 2002, the within named, David F. Morgan in his/her official capacity as President of DIFFERENT STROKES GOLF CENTERS, INC., a Florida corporation, who acknowledged that he/she executed the above and foregoing instrument for and on behalf of said corporation after having been duly authorized so to do.

Jerry N. Straub
NOTARY PUBLIC

MY COMMISSION EXPIRES: Jan. 15, 2006

PREPARED BY AND RETURN TO:
JAMES E. WOODS
WATKINS LUDLAM WINTER & STENNIS, P.A.
P.O. BOX 1456, OLIVE BRANCH, MS 38654
(662) 895-2996



STATE MS DEED 11808
FILED

00931.11808 - BRUSH/VANDYKE

APR 12 3 48 PM '02

P BK 93 PG 646

POA/K
80/156

BOOK 80 PAGE 156

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: Daniel J. Jones, CEO

STATE OF FLORIDA
FILED

JAN 20 4 53 PM '99

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

STATE OF Florida
COUNTY OF Alford

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.

Suzanne Marie Cherry
NOTARY PUBLIC

My Commission Expires:



P BK 93 PG 647

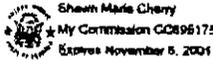
BOOK 80 PAGE 157

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 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:

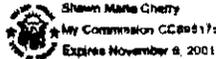


STATE OF Florida
COUNTY OF Brevard

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 Divers Lic.

Shawn Marie Cherry
NOTARY PUBLIC

My Commission Expires:

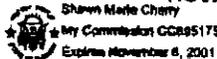


STATE OF Florida
COUNTY OF Brevard

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:



P BK 93 PG 648

BOOK 80 PAGE 158

STATE OF Kentucky

COUNTY OF Jefferson

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.

Shannon D. Jones
NOTARY PUBLIC

My Commission Expires:
My Public Office at Large, KY
Commission Expires May 13, 2001

P BK 93 PG 649

BOOK 80 PAGE 159

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°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°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°58'55" West along the North line of said 15.00 acre parcel a distance 661.11 feet to the point of beginning.

Prepared By:
BRIDGFORTH & BUNTIN
P. O. Box 241
Southaven, MS 38671
393-4450