

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED

01 DEC -5 AM 12: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P010000116632

Pro-Plus of Florida Inc

100004706401--8
-12/05/01--01066--015
*****78.75 *****78.75

RECEIVED

01 DEC -5 AM 11: 58

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: SW

Name _____

Date 12/6

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File W01-27710
____ UCC 11 Search J. BRYAN DEC - 5 2001
____ UCC 11 Retrieval J. BRYAN DEC 1 0 2001
____ Courier _____

EFFECTIVE DATE

12-10-01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

CAPITAL CONNECTION, INC.

SUBJECT: PRO-PLUS OF FLORIDA, INC.
Ref. Number: W01000027710

RECEIVED
01 DEC 10 AM 11:18
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PRO-PLUS OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 901A00064301

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF INCORPORATION
OF
PRO-PLUS GOLF SERVICES, INC.

FILED
01 DEC -5 AM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

NAME: The name of this corporation is PRO-PLUS GOLF SERVICES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 10th day of December, 2001.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of production and sale of fertilizer and other forms of agricultural products and transacting any and all other lawful business in the State of Florida and the United States of America.

EFFECTIVE DATE
12-10-01

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and initial principal office of this corporation is 1029 West Magnolia Street, Leesburg, Florida 34748 and the name of the initial registered agent of this corporation at that address is J. ROBERT DUGGAN. The mailing address of the corporation is 1029 West Magnolia Street, Leesburg, Florida 34748. The undersigned, J. ROBERT DUGGAN, designated registered agent, hereby accepts that

designation on behalf of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

MARTHA B. LYLE
4205 S.R. 546
Haines City, Florida 33844

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber signing these articles is:

J. ROBERT DUGGAN
1029 West Magnolia Street
Leesburg, Florida 34748

ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

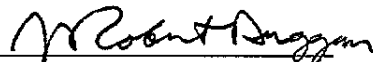
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on the 30th day of November, 2001.


J. ROBERT DUGGAN

STATE OF FLORIDA

COUNTY OF LAKE

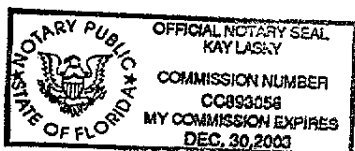
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared J. ROBERT DUGGAN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: PERSONALLY KNOWN and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of November, 2001.


Notary Public
KAY LASKY
Printed Name

My Commission Expires:

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That PRO-PLUS GOLF SERVICES, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of
incorporation at City of LEESBURG County
of LAKE, State of FLORIDA
has named J. ROBERT DUGGAN
located at 1029 West Magnolia Street, Leesburg, Florida 34748
(Street address and number of building,
Post Office Box address not acceptable)
City of LEESBURG, County of LAKE
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By J. Robert Duggan
J. ROBERT DUGGAN
(Registered Agent)

FILED
01 DEC -5 AM 12:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE