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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000001665128
-12/19/95--01033--012
*****78.75 *****78.75

SUBJECT: Grounds - Master Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Roger A. Dunlap
(Name of Person)

Grounds - Master Inc.
(Firm/Company)

P.O. Box 16457
(Address)

Pensacola FL 32507-6457
(City/State/Zip)

W95-24641

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Should you need to call someone concerning this matter, please call:

Roger A. Dunlap at (904) 477-2033
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1995

ROGER A. DUNLAP
GROUND-MASTER INC.
PO BOX 16457
PENSACOLA, FL 32507-6457

SUBJECT: GROUND-MASTER INC.
Ref. Number: W95000024641

We have received your document for GROUND-MASTER INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 895A00054668

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Roger A. Dunlap, do hereby certify
that this Resolution of the Board of Directors of Grounds-Master Inc.
a corporation duly organized and existing under the laws of the State of Nevada
was duly adopted on April 27, 1995.

Resolved, that Grounds-Master Inc., organized
and existing in the State of Nevada, hereby adopts the
name Grounds-Master of Pensacola Inc. for use in Florida.

Dated: 2-16-96

Roger A. Dunlap

Signature of at least one director

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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. Grounds-Master 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. Nevada
(State or country under the law of which it is incorporated)
3. 59-3324947
(FBI number, if applicable)
4. April-27-1995
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist on)
6. 4-28-95 (Began obtaining equipment)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 16457
Pensacola FL 32507-6457
(Current mailing address)
8. Lawn 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Roger Adair Dunlap
Office Address: 7331 Maxam Street
Pensacola FL, Florida, 32503
(Zip Code)
10. Registered agent's 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 obligations of my position as registered agent.

Roger A. Dunlap
(Registered Agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Roger A. Dunlap

Address: 7331 Maxam Street Pensacola FL 32503

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Roger A. Dunlap

Address: 7331 Maxam Street
Pensacola FL 32503

Vice President: NONE

Address: _____

Secretary: Catina Deanna Dunlap

Address: 7331 Maxam Street
Pensacola FL 32503

Treasurer: Richard A. Dunlap

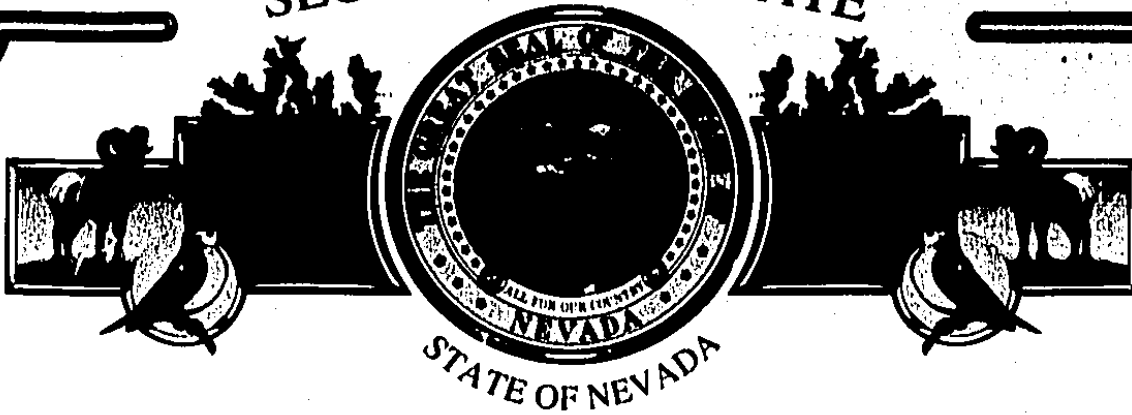
Address: 7331 Maxam Street Pensacola FL 32503

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

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

14. Roger Adair Dunlap
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **GROUND-MASTER INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 6th day of December, 1995.

Secretary of State

By

Certification Clerk

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Grounds-Master of Pensacola Inc.
Name of corporation as it appears on the records of the Department of State.
2. Nevada 3. 2-20-96
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1-30-97 3045 W. Nine Mile Rd.
5. R.A. Dunlap Spray Services Inc. Pensacola FL 32534
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Roger A. Dunlap
Signature

2-10-97
Date

Roger A. Dunlap
Typed or printed name

President
Title

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TALLAHASSEE, FLORIDA

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
(After Issuance of Stock) Filed by:

No. JAN 30 1997
66935-95
Dean Hill
DEAN HILL, SECRETARY OF STATE

Grounds-Master Inc.
Name of Corporation

Roger A. Dunlap
President or Vice President

and

C. Deanna Dunlap
Secretary or Assistant Secretary

Grounds-Master Inc.
Name of Corporation

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 15
day of January, 1997, adopted a resolution to amend the original articles as follows:

Article V is hereby amended to read as follows:

The corporation name and address has been changed to:
R.A. Dunlap Spray Services Inc.
3045 W. Nine Mile Rd.
Pensacola FL. 32534

In addition, Kent Schwartz was added to the list of corporate officers with the title of Asst. Director.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 1,000; that the said change(s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

Roger A. Dunlap
President or Vice President

C. Deanna Dunlap
Secretary or Assistant Secretary

State of Florida

County of Essex ss.

On 18th of JANUARY, 1997, personally appeared before me, a Notary Public,

ROBERT C. DEANNA DUNLAP, who acknowledged
Names of Persons Appearing and Signing Document

that they executed the above instrument.



WILLIAM RAY SEARCY
State of Florida
I.D. # 698833
My Comm. Exp. Dec. 26, 1998

W. R. Searcy
Signature of Notary

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

JAN 31 '97

Dean Heller
DEAN HELLER
Secretary of State

By *D. J. [Signature]*