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1201 HAYS STREET
TALLAHASSEE, FL 32301-2605
TEL 904-222-0071
FAX 904-222-0071

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 135170 85036A

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 70.00

ORDER DATE : October 28, 1996

ORDER TIME : 2:54 PM

ORDER NO. : 135170-020

CUSTOMER NO: 85036A

500001995375--6

CUSTOMER: Norma McGrath, Legal Assistant
Jacobs Forlizzo & Neal, P.a.
Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

FOREIGN FILINGS

NAME: PRO GREENS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

11/1
FILED
96 NOV 29 PM 4:23
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Pro Green, 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 3. 88-0367027
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 26, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. when approved
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 27382 U.S. highway 19 North
Clearwater, Florida 34623
(Current mailing address)
8. to perform aerification services to golf courses
(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:**
Name: A. R. Neal, Esq.
Office Address: 13577 Feather Sound Drive, Ste. 300
Clearwater, Florida, 34622
(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.

By: A. R. Neal

(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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard J. Segal

Address: _____

5192 No. Parkway Calabasas, Calabasas, CA 91302

Director: Judith A. Segal

Address: _____

5192 No. Parkway Calabasas, Calabasas, CA 91302

B. OFFICERS

President: Richard J. Segal

Address: 5192 No. Parkway Calabasas

Calabasas, CA 91302

Vice President: _____

Address: _____

Secretary: Judith A. Segal

Address: 5192 No. Parkway Calabasas

Calabasas, CA 91302

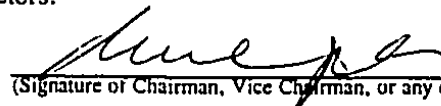
Treasurer: Judith A. Segal

Address: 5192 No. Parkway Calabasas

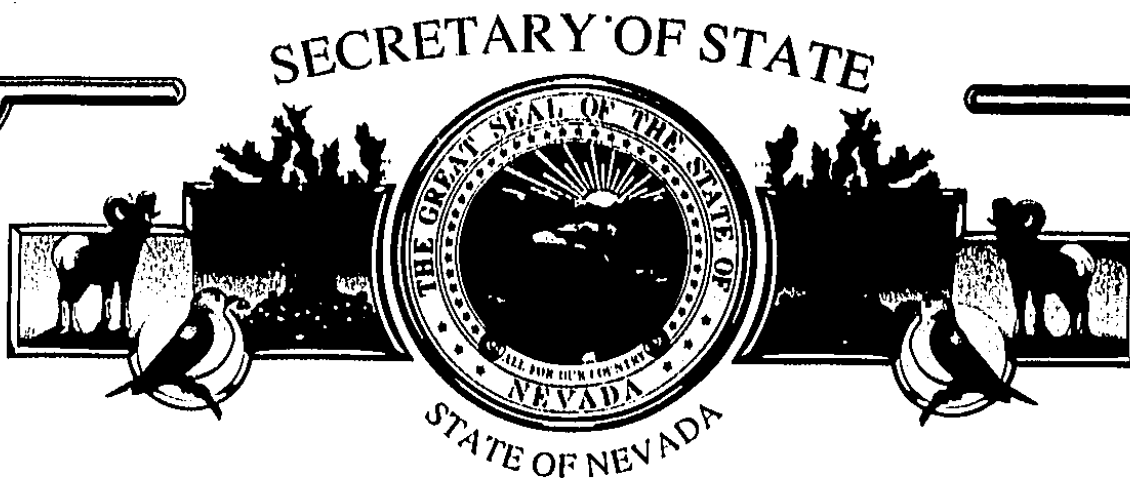
Calabasas, CA 91302

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

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

14. Richard J. Segal, President
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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 filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes (which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976) and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PRO GREENS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 26, 1996, 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, on October 28, 1996.



Dean Heller
Secretary of State
By *Wendy Smith*
Certification Clerk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED