

F96000005735

By Lawrence Miller
y PRD GREENS TURF SERVICES
1 1055 HARBOR LAKE DR
- SAFETY HARBOR State FL

our Internal Billing Reference Information

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*Merger
3-15-00
PMS*

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 7, 2000

PRO GREENS, INC.
27382 US HIGHWAY 19 NORTH
CLEARWATER, FL 33761

SUBJECT: PRO GREENS, INC.
Ref. Number: F96000005735

We have received your document for PRO GREENS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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 (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 400A00000991

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROFESSIONAL GREENS & TURF AERIFICATION, INC., a Florida
corporation, P93000070832

INTO

PRO GREENS, INC., a Nevada entity, F96000005735

File date: December 22, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
AND
PLAN AND AGREEMENT OF MERGER

Pursuant to the provisions of Chapter 92A, Nevada General Corporation Law, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations.

1. The names of the corporations which are parties to the within merger are PRO GREENS, INC. ("Pro Greens - Nevada"), a Nevada corporation whose principal business address is 1055 Harbor Lake Drive, Safety Harbor, Florida 34695 and PROFESSIONAL GREENS & TURF AERIFICATION, INC. ("ProGreens - Florida"), a Florida corporation whose principal business address is 1055 Harbor Lake Drive, Safety Harbor, Florida 34695. Pro Greens - Nevada is the surviving corporation.

2. Attached hereto and made a part hereof for all purposes as Exhibit A is a Plan and Agreement of Merger dated as of December 31, 1998 (the "Plan"), providing for the merger of ProGreens - Florida with and into Pro Greens - Nevada, as adopted by the shareholders of Pro-Greens - Florida on December 11, 1998 and the shareholders of Pro-Greens - Nevada on December 31, 1998.

3. This Articles of Merger and Plan and the Plan, providing for the merger of ProGreens - Florida with and into Pro Greens - Nevada has been approved by the shareholders of ProGreens - Florida in the manner prescribed by the *Florida Business Corporation Act* and the shareholders of Pro Greens - Nevada in the manner prescribed by the *Nevada General Corporation Law*. The undersigned corporations adopt the following articles of merger for the purpose of merging them into one corporation, with Pro Greens - Nevada as the surviving entity.

4. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class are as follows:

Number of Shares Entitled to Vote as a Class

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>
Pro Greens - Nevada	375,000	Common Stock
ProGreens - Florida	3,241,685	Common Stock

5. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of shares voted for and against the plan, respectively, are as follows:

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Number of Shares

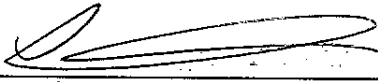
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class of Shares</u>
Pro Greens - Nevada	375,000	none	Common Stock
ProGreens - Florida	3,043,185	none	Common Stock

6. This merger shall be effective as of December 31, 1998 notwithstanding the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name and on its behalf by a duly authorized officer on this 20 day of December, 1999

PRO GREENS, INC.

By:

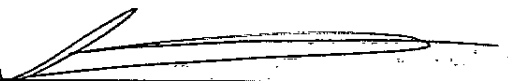


President Lawrence C. Miller

PROFESSIONAL GREENS & TURF AERIFICATION, INC.

By:

~~ACTING~~



President Lawrence C. Miller

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of December 31, 1998 by and among PRO GREENS, INC. ("Pro Greens - Nevada"), a Nevada corporation and PROFESSIONAL GREENS & TURF AERIFICATION, INC. ("ProGreens - Florida"), a Florida corporation.

In consideration of the mutual promises contained in this Agreement, it is agreed that ProGreens - Florida will be merged into Pro Greens - Nevada subject to the terms and conditions and in the manner set forth below, with the effect that after the merger (the "Merger"), Pro Greens - Nevada will continue as the sole existing corporation.

ARTICLE I

Merger

At the Effective Time as defined in Article III hereof, Pro Greens - Florida will be merged into Pro Greens - Nevada, which will be the Surviving Corporation, in accordance with applicable provisions of the Nevada General Corporation Law. When the Merger becomes effective, the separate existence of Pro Greens - Florida will terminate, and all its properties, assets, rights, privileges, immunities, powers, purposes and franchises will be merged into the Surviving Corporation.

ARTICLE II

Terms and Conditions of the Merger

The terms and conditions of the Merger will be as follows:

2.1 Articles of Incorporation. From the Effective Time until subsequently amended, the Articles of Incorporation of Pro Greens - Nevada will continue as the Articles of Incorporation of the Surviving Corporation, and the Articles of Incorporation, separate and apart from this Agreement, may be certified as the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of Pro Greens - Nevada in effect at the Effective Time will continue in force and be the Bylaws of the Surviving Corporation, until altered, amended or repealed.

2.3 Directors. Beginning at the Effective Time, the directors of the Surviving Corporation, who will hold office in accordance with the Bylaws of the Surviving Corporation, will be the following people:

Richard Segal
Larry Miller

2.4 Officers. Beginning at the Effective Time, the officers of the Surviving Corporation, who will hold office at the pleasure of the Board of Directors of the Surviving Corporation, will be the following people:

President and Chief	
Operating Officer	Larry Miller
Vice President	Gerry Minear
Secretary, Treasurer	Gerry Minear

2.5 Merger Price. At the Effective Time specified in Article III hereof, the holders of the outstanding voting common stock of ProGreens - Florida immediately preceding the Effective Time will receive the payment described below for their shares (the "Merger Price").

2.6 Payment to Shareholder of Continuum. At the Effective Time, Pro Greens - Nevada will deliver the Merger Price to the shareholders of ProGreens - Florida, consisting of one share of no par value Pro Greens - Nevada common stock for each one share of common stock of ProGreens - Florida held by each such shareholders.

ARTICLE III

Closing Date; Effective Time

ProGreens - Florida will call a meeting of its shareholders at which they will vote on approval of the Merger as soon as practicable. Upon approval of the Merger by the votes of the holder of the outstanding shares of common stock of Pro Greens - Florida, the Closing shall be held in Clearwater, Florida or such other place as is mutually acceptable to the parties to this Agreement as soon thereafter as practicable (the "Closing Date"). At the Closing, the parties to this Agreement will take all actions as may be necessary to cause the filing of appropriate Articles of Merger (the "Articles") with the Secretary of State of the State of Nevada and the Secretary of State of the State of Florida on the Closing Date. The Merger will become effective for all purposes as of the last day of December, 1998 (that time being the "Effective Time").

ARTICLE IV

General

4.1 Entire Agreement. This document contains the entire agreement among Pro Greens - Nevada and ProGreens - Florida; all prior negotiations, understandings and agreements between them are superseded by this Agreement; and there are no representations, warranties, understandings or agreements concerning the transaction which is subject to this Agreement other than those expressly set forth in this Agreement. All provisions of this Agreement will survive the Effective Time.

4.2 Headings. The article headings are for reference only, and do not affect the meaning or interpretation of this Agreement.

4.3 Assignment. Neither this Agreement nor any right of any party under it may be assigned, and any attempt at assignment hereof shall be void and of no effect whatsoever.

4.4 Notice. Any notice or other communication required or permitted to be given under this Agreement must be in writing and will be deemed effective when delivered in person, delivered by electronic or facsimile transmission, or on the third business day after the day when mailed by certified or registered mail, from within the United States of America, to the following addresses:

If to Pro Greens - Florida:

Larry Miller
c/o Spectrum Real Estate Services, Inc.
27382 US Highway 19
Clearwater, FL 34623

If to ProGreens - Nevada

Richard J. Segal
8 Highgate Drive
San Antonio, TX 78257

4.5 Governing Law. This Agreement will be governed by, and construed under, the laws of the State of Nevada.

4.6 Amendment. Subject to applicable law, this Agreement may be amended or modified, whether before or after the approval of the Merger by the Pro Greens - Florida shareholders, by a document in writing signed by all of the parties thereto at any time prior to the Effective Time; provided, however, that after the date upon which such shareholders approve the Merger, no such amendment or

modification shall reduce the amount or change the form of consideration to be paid to the Pro Greens - Florida shareholders pursuant hereto without their approval.

4.7 Counterparts. This Agreement may be executed in two or more counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

PROGREENS, INC.



By:

President

Lawrence C. Miller

PROFESSIONAL GREENS AND TURF AERIFICATION, INC.



By:

President

Gerry D. Minear

**RESOLUTION BY CONSENT
OF
PRO GREENS, INC.**

The undersigned, constituting all of the Directors of Pro Greens, Inc., a Nevada corporation, consent to the following actions by the Corporation without formal meeting.

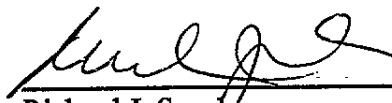
RESOLVED: Pro Greens, Inc. hereby amends Article II, Section 2.4 of Exhibit "A" Plan and Agreement of Merger between Pro Greens, Inc., a Nevada Corporation and Professional Greens and Turf Aerification, Inc., a Florida Corporation. The officers of the Surviving Corporation will be the following people:

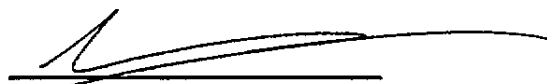
President and Chief Operating Officer
Vice President
Secretary-Treasurer

Lawrence C. Miller
Judith A. Segal
Richard J. Segal

Dated: December 31, 1998

Directors:


Richard J. Segal


Lawrence C. Miller