

F98000005940



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 019350 4800721

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 43.75

ORDER DATE : November 3, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 019350-010

200002685782-9

CUSTOMER NO: 4800721

CUSTOMER: Lisa B. Mohan, Legal Asst  
Gordon Feinblatt Rothman  
Garrett Building  
233 East Redwood Street  
Baltimore, MD 21202

FOREIGN FILINGS

NAME: NEW ZAUN EQUIPMENT COMPANY,  
INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

N/C

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED  
98 NOV 12 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 NOV 12 AM 11:25  
TALLAHASSEE, FLORIDA

me 11/12

# 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. New Zaun Equipment Company, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under the laws of
3. October 23, 1998  
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? October 29, 1998
5. Wesco Turf Supply, Inc.  
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

(Y)

Signature

Lenard Moore

Typed or printed name

11/9/98

Date

Vice President

Title

FILED  
98 NOV 12 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware

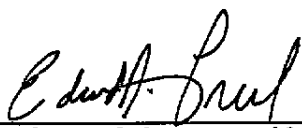
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEW ZAUN EQUIPMENT COMPANY, INC.", CHANGING ITS NAME FROM "NEW ZAUN EQUIPMENT COMPANY, INC." TO "WESCO TURF SUPPLY, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

2945865 8100

981418884

AUTHENTICATION: 9380986

DATE: 10-30-98

**CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
NEW ZAUN EQUIPMENT COMPANY, INC.**

The undersigned, being the sole member of the Board of Directors of New Zaun Equipment Company, Inc., hereby certifies that:

FIRST: The name of the Corporation is New Zaun Equipment Company, Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 18, 1998.

THIRD: ARTICLE FIRST of said Certificate of Incorporation is hereby amended in its entirety to read as follows:

The name of the corporation is Wesco Turf Supply, Inc.

FOURTH: The Corporation has not received any payment for any of its stock and said amendment was duly authorized in accordance with the applicable provisions of Section 241 of the General Corporation Law of the State of Delaware.

FIFTH: The Corporation has no officers and the sole member of the Board of Directors is the sole Director named in the Original Certificate of Incorporation.

SIXTH: The capital of the Corporation shall not be reduced under or by reason of this amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 29th day of October, 1998.

/s/ William Gamble, Sr.

Sole Member of the  
Board of Directors