

F99000001876



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 197714 4320998

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 70.00

ORDER DATE : April 7, 1999

ORDER TIME : 11:57 AM

ORDER NO. : 197714-035

800002835018--1

CUSTOMER NO: 4320998

CUSTOMER: Mr. Chris Allingham  
Latham & Watkins  
701 B Street, Suite 2100

San Diego, CA 92101

FOREIGN FILINGS

NAME: TURF PARTNERS, 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: Jeanine Reynolds

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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mtu  
4/9

RECEIVED  
99 APR -9 PM 1:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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. Turf Partners, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 33-0804649  
(FEI number, if applicable)
4. 12/10/97  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/99  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 58 Main Street  
Sturbridge, MA 01566  
(Current mailing address)  
Sale and distribution of turf products to the turf industry.
8. \_\_\_\_\_  
(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: Corporation Service Company  
  
Office Address: 1201 Hays Street  
  
Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: Kenneth W. Wether  
(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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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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. Jack Wilson - Secretary

(Typed or printed name and capacity of person signing application)

## **TURF PARTNERS, INC.**

### **List of Officers**

Name: William B. Adams  
Title: Chairman of the Board  
Address: 10740 Thornmint Rd., San Diego, CA 92127

Name: Douglas M. Gloff  
Title: Vice Chairman of the Board  
Address: 10740 Thornmint Rd., San Diego, CA 92127

Name: Kevin P. Lyons  
Title: President and Chief Executive Officer  
Address: 58 Main St., Sturbridge, MA 01566

Name: Jack C. Wilson  
Title: Chief Operating Officer, Secretary and Treasurer  
Address: 12840 Ford Drive, Fishers, IN 46038

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**TURF PARTNERS, INC.**

**List of Directors**

Name: William B. Adams  
Address: 10740 Thornmint Rd., San Diego, CA 92127

Name: Douglas M. Gloff  
Address: 10740 Thornmint Rd., San Diego, CA 92127

Name: Mark Buckner  
Address: 10740 Thornmint Rd., San Diego, CA 92127

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TURF PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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03-04-99  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: \_\_\_\_\_

DATE: \_\_\_\_\_