

JS4237

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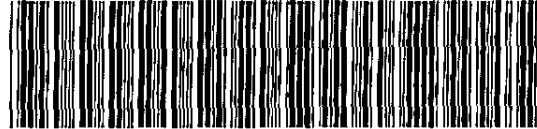
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

05 OCT -3 AM 9:09

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*of Amend*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: WESCO TURF, INC.

DOCUMENT NUMBER: J54237

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ZELIG ROBINSON, ESQUIRE

(Name of Contact Person)

GORDON, FEINBLATT, ROTHMAN, HOFFBERGER & HOLLANDER

(Firm/ Company)

233 EAST REDWOOD STREET

(Address)

BALTIMORE, MD 21202

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

ZELIG ROBINSON

(Name of Contact Person)

at ( 410 ) 576-4013

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Articles of Amendment  
to  
Articles of Incorporation  
of

**FILED**  
05 OCT -3 AM 9:09  
TALLAHASSEE  
STATE  
SECRETARY OF FLORIDA

WESCO TURF, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

J54237

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE THIRD IS HEREBY DELETED IN ITS ENTIRETY AND ARTICLE REPLACED BY

THE ARTICLE THIRD ATTACHED HERETO AS EXHIBIT A AND INCORPORATED HEREIN.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

SEE ATTACHED EXHIBIT A.

\_\_\_\_\_  
\_\_\_\_\_

(continued)

EXHIBIT A  
To  
ARTICLES OF AMENDMENT  
WESCO TURF, INC. (J54237)

THIRD: The total number of shares of stock which the Corporation has authority to issue is Two Thousand (2,000) shares of common stock, divided into One Thousand (1,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, for an aggregate par value of Ten Dollars (\$10.00), and One Thousand (1,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share, for an aggregate par value of Ten Dollars (\$10.00); all classes together having an aggregate par value of Twenty Dollars (\$20.00).

Set forth below is a description of the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class of stock of the Corporation.

(a) Except as hereinafter provided with respect to voting powers, Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical in all respects.

(b) With respect to voting powers, except as otherwise required by the Florida Business Corporation Act, the holders of the Class A Voting Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation, the election of directors, and the holders of the Class B Non-Voting Stock shall have no voting power whatsoever. The holders of the Class B Non-Voting Stock shall not be entitled to notice of any meeting of the stockholders, or to attend or participate in such meeting, unless entitled to vote thereat under applicable law.

Upon the effectiveness of these Articles of Amendment, each issued and outstanding share of Class A Common Stock (the "Original Stock") shall be converted into one (1) share of Class A Voting Common Stock of the Corporation (the "Class A Voting Common Stock"). Upon surrender of his or her original stock certificate, each Stockholder shall receive in exchange therefor a new stock certificate representing shares of Class A Voting Common Stock equal to the number of shares of Original Stock currently held by such Stockholder. Such new certificates shall be marked in a manner which will distinguish between the Original Stock and the Class A Voting Common Stock. The Corporation has no issued and outstanding shares of Class B Common Stock or Preferred Stock.

The date of each amendment(s) adoption: SEPTEMBER 22, 2005

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of SEPTEMBER, 2005.

Signature \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

WILLIAM J. GAMBLE, IV

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**FILING FEE: \$35**