

P000000000361

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
01-01-00

900003071089--2  
-12/15/99--01059--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: GREENER THAN GRASS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

FROM: Gary D. MacMeeken  
8959 79th Avenue North  
Seminole, FL 33777  
727-398-2123

FILED  
99 DEC 23 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-2 8854

F. O'NEILL

JAN 3 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 17, 1999

GARY D MACMEEKEN  
8959 79 AVE NORTH  
SEMINOLE, FL 33777

SUBJECT: GREENER THAN GRASS, INC.  
Ref. Number: W99000028854

FILED  
99 DEC 23 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for GREENER THAN GRASS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 499A00059352

\* GREENER THAN GRASS  
FERTILIZING AND PEST CONTROL, Inc.

EFFECTIVE DATE  
01-01-00

**ARTICLES OF INCORPORATION**

of

**GREENER THAN GRASS FERTILIZING AND PEST CONTROL, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is **Greener than Grass Fertilizing and Pest Control, Inc.**  
8959 79th Avenue North  
Seminole, FL 33777

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Gary D. MacMeeken  
8959 79th Avenue North  
Pinellas County  
Seminole, FL 33777

**ARTICLE IV  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Gary D. MacMeeken  
8959 79th Avenue North  
Seminole, FL 33777

Christine A. MacMeeken  
8959 79th Avenue North  
Seminole, FL 33777

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VI  
EFFECTIVE DATE**

Corporate existence shall begin January 1, 2000.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Gary D. MacMeeken

Gary D. MacMeeken, Incorporator  
8959 79th Avenue North  
Seminole, FL 33777

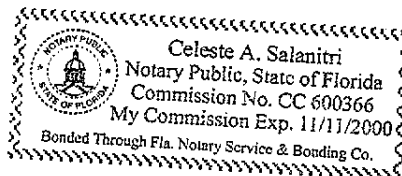
Christine A. MacMeeken

Christine A. MacMeeken, Incorporator  
8959 79th Avenue North  
Seminole, FL 33777

State of Florida, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 13<sup>th</sup> day of December, 1999.

Celeste A. Salanitri  
Notary Public



CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

GREENER THAN GRASS FERTILIZING AND PEST CONTROL, INC.

The name and address of the registered agent and office is:

Gary D. MacMeekeen  
8959 79th Avenue North  
Seminole, FL 33777

Signature: Gary D. MacMeekeen  
Title : President  
Date : 12-13-99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature : [Signature]  
Date : 12-13-99