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March 13, 2000

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: **SCROGGINS-NAPLES, INC., a Florida Corporation & GOLDEN GATE
LAWNMOWER SALES & SERVICES, INC., a Florida Corporation**

Ladies & Gentlemen:

The corporation currently named GOLDEN GATE LAWNMOWER SALES & SERVICES, INC. is selling its company and changing its name to SCROGGINS, INC., and a new Florida Corporation is being formed to buy the assets of the company. The new company's name will be identical to the old company's name, GOLDEN GATE LAWNMOWER SALES & SERVICES, INC.

Accordingly, enclosed for filing please find the original and one copy of Certificate of Amendment to Articles of Incorporation changing the name of Golden Gate Lawnmower Sales & Services, Inc. to Scroggins-Naples, Inc. and this firm's check in the amount of \$35.00 for the filing fee.

I am also filing herewith the following documents for the new corporation known as Golden Gate Lawnmower Sales & Services, Inc.:

1. Original and one copy of Articles of Incorporation;
2. Original and one copy of Designation of Registered Agent; and
3. This firm's check in the amount of \$70.00 covering the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00

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00 MAR 17 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon approval, please return a file-stamped copy of the Amendment, the Articles of Incorporation and Designation of Registered Agent to my office in the enclosed prepaid envelope.

Should you have any questions please do not hesitate to contact this office.

Thanking you, I am

Sincerely yours,

George P. Langford
George P. Langford

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enclosures

R. VARNADORE MAR 21 2000

ARTICLES OF INCORPORATION

OF

GOLDEN GATE LAWNMOWER SALES & SERVICES, INC.,
a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

ARTICLE II

The name of the corporation shall be: **GOLDEN GATE LAWNMOWER SALES & SERVICES, INC.**, a Florida Corporation.

ARTICLE III

The authorized capital stock of this corporation is **1,000** shares, with a no par value.

ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

ARTICLE V

The corporation shall begin business with a capital of not less than **Five Hundred Dollars** (\$500.00).

ARTICLE VI

The principal place of business of this corporation shall be: **4017 23rd Avenue S.W., Naples, Florida 34116.**

ARTICLE VII

The business of the corporation shall be managed and conducted by either the stockholders or a Board of Directors of not less than one (1) nor more than five (5) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one (1) director, and the name and address of the initial sole director is as follows: **BRENDA SEAMES, 770 21st Street SW, Naples, Florida 34117.**

ARTICLE VIII

The street address of the initial registered office of this corporation is: **4017 23rd Avenue S.W., Naples, Florida 34116**, the name and address of the initial registered agent of this corporation is: **Brenda Seames, 4017 23rd Avenue S.W., Naples, Florida 34116.**

ARTICLE IX

The name and address of the person forming this corporation is: **BRENDA SEAMES, 4017 23rd Avenue S.W., Naples, Florida 34116.**

ARTICLE X

The annual meeting of the stockholders shall be held at the office of the corporation on the first Tuesday of each March of every year. The executive officers of this corporation shall be a President, a Secretary, and at the option of the directors, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The directors shall have the power to fill any vacancy in any office.

ARTICLE XI

The first meeting of the incorporator, directors and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 9th day of March, 2000.

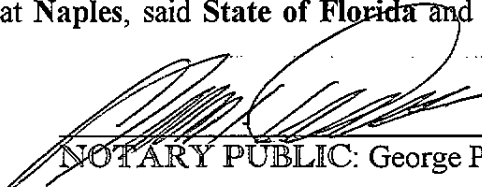

BRENDA SEAMS, Incorporator

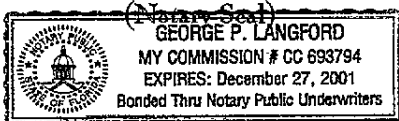
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same and they provided _____ as identification.

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier this 9th day of March, 2000.

My Commission Expires:


NOTARY PUBLIC: George P. Langford



**CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT OF
GOLDEN GATE LAWMOWER SALES & SERVICES, INC.,
a Florida Corporation**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **GOLDEN GATE LAWMOWER SALES & SERVICES, INC., a Florida Corporation**, desiring to organize under the laws of the **State of Florida**, with its principal place of business as indicated in the Articles of Incorporation located in **Naples**, County of **Collier**, State of **Florida**, has named **BRENDA SEAMES**, whose address is 4017 23rd Avenue Southwest, Naples, Florida 34116, as its agent to accept service of process in this State, and designates said address as the Registered Office.


BRENDA SEAMES, INCORPORATOR

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.


BRENDA SEAMES, Registered Agent

FILED
00 MAR 17 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA