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FILED

00 MAR 27 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 8, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

TULF Services

Subject: Surface Management, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

From: Daniel J. Bogdan
126 Fairway Ten Dr.
Casselberry, FL 32707
(407) 696-4982

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*****70.00 *****70.00

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 17, 2000

DANIEL J. BOGDAN
12 FAIRWAY TEN DR
CASSELBERRY, FL 32707

SUBJECT: SURFACE MANAGEMENT, INC.
Ref. Number: W00000007113

We have received your document for SURFACE MANAGEMENT, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 200A00014761

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SURFACE MANAGEMENT TURF SERVICES, INC.

ARTICLE I

The name of this corporation is SURFACE MANAGEMENT TURF SERVICES, INC..

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of providing lawn care maintenance.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 126 Fairway Ten Dr. in Casselberry, Florida 32707, and the name of the initial registered agent of this corporation is Daniel J. Bogdan, whose address is 126 Fairway Ten Dr. in Casselberry, Florida 32707.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

NAME:

ADDRESS:

Daniel J. Bogdan

126 Fairway Ten Dr., Casselberry, Florida 32707

ARTICLE VII

INCORPORATORS

The name and address of the person signing these articles is:

NAME:

ADDRESS:

Daniel J. Bogdan

126 Fairway Ten Dr., Casselberry, Florida 32707

ARTICLE VIII

PRE-EMPTIVE RIGHTS

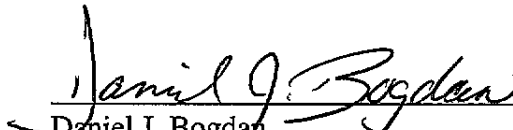
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IX

AMENDMENT

This Corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22ND day of March, 2000.

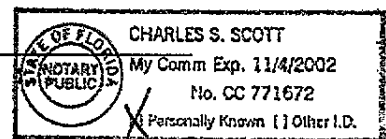

Daniel J. Bogdan

STATE OF FLORIDA,
COUNTY OF ORANGE,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Daniel J. Bogdan known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 22ND day of March, 2000.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



CERTIFICATE DISIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Surface Management Turf Services, Inc., desiring to incorporate under the laws of the State of Florida, with its principal office located at 126 Fairway Ten Dr. in Casselberry, Florida, 32707, County of Seminole, State of Florida, has named Daniel J. Bogdan whose address is 126 Fairway Ten. in Casselberry, Florida 32707, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

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


Daniel J. Bogdan

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